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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - - - - - - - - - - - x  
In re: : Chapter 11  
CIRCUIT CITY STORES, INC., :  
et al., : Case No. 08- ()  
Debtors. : Jointly Administered  
:  
- - - - - - - - - - - - - - - x

DEBTORS' MOTION FOR ORDER PURSUANT  
TO 11 U.S.C. §§ 105(a), 365(a) AND 554 AND FED. R.  
BANKR. P. 6006 AUTHORIZING REJECTION OF UNEXPIRED  
LEASES OF NONRESIDENTIAL REAL PROPERTY AND ABANDONMENT  
OF PERSONAL PROPERTY EFFECTIVE AS OF THE PETITION DATE

The debtors and debtors in possession in the  
above-captioned cases (collectively, the "Debtors")<sup>1</sup>

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc.

(cont'd)

hereby move (the "Motion") for entry of an order, under sections 105(a), 365(a) and 554 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtors (i) to reject those certain unexpired leases of nonresidential real property listed hereto as Exhibit A, including any amendments, modifications or subleases thereto (collectively, the "Leases") located at the addresses listed hereto on Exhibit A (the "Premises"), and any guaranties thereof, effective as of the Petition Date (as defined below), unless previously terminated by agreement, and (ii) to abandon any equipment, furniture, or fixtures located at the Premises on the Petition Date.

In support of the Motion, the Debtors rely upon and

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(0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

incorporate by reference the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the "Besanko Declaration"), filed with the Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006.

**BACKGROUND**

3. On the date hereof (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including

their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the Besanko Declaration, filed concurrently herewith and fully incorporated herein by reference.<sup>2</sup>

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. No trustee or examiner has been appointed in these chapter 11 cases, and no committees have yet been appointed or designated.

**RELIEF REQUESTED**

6. By this Motion, the Debtors request the entry of an order under Bankruptcy Code sections 105(a) and 365(a) authorizing the Debtors to reject the Leases (including any subleases thereto) as of the Petition Date, unless previously terminated by agreement. As discussed below, the Debtors propose to offer the landlord associated with the Leases (the "Landlords") an

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Besanko Declaration.

opportunity to object to rejection of the Leases as of the Petition Date following entry of an order granting this Motion.

7. The Debtors further seek authority under Bankruptcy Code sections 105(a) and 554 to abandon any equipment, furniture, or fixtures located at the Premises on the Petition Date (the "Abandoned Property").

**BASIS FOR RELIEF**

8. Circuit City Stores, Inc. is a party to the Leases governing the Premises. The Premises were previously used by the Debtors as retail stores or distribution centers, and operations at the Premises ceased prior to the Petition Date.

9. Prior to the Petition Date, the Debtors vacated the Premises and surrendered possession to the Landlords. The Debtors may continue, however, to be obligated to pay rent under the Leases, even though they will have no continuing operations in those facilities and no other productive use for those Premises. The estimated annual cost of the Leases is approximately \$40 million.

10. In considering their options with respect to the Leases, the Debtors believe that there remains no other viable possibility other than rejection of the Leases. As set forth in the Besanko Declaration, the Debtors are in the process of closing certain stores that they have determined are underperforming or otherwise unprofitable, including those subject to the Leases.

11. Through the rejection of the Leases, the Debtors will be relieved from paying the rent, as well as certain other costs, including taxes, insurance, operating expenses, and other future related charges associated with the Leases. By rejecting the Leases at this time, the Debtors will avoid incurring unnecessary administrative charges that provide no tangible benefit to the Debtors' estates. The resulting savings from the rejection of the Leases will increase the Debtors' future cash flow and assist the Debtors in managing their estates.

12. The Debtors have determined through an exercise of their business judgment to reject the Leases, and that such rejection is in the best interests of the

Debtors and other parties in interest. In connection with such rejection of the Leases, the Debtors will surrender possession of the Premises to the landlord for the Leases as of the Petition Date.

13. Additionally, the Debtors have determined that the abandonment of the Abandoned Property is appropriate because such property is of inconsequential value and/or the cost of removing and storing such property exceeds its value to the Debtors' estates. Moreover, the Debtors believe that the Abandoned Property no longer is necessary for the operation of the Debtors' businesses.

14. Accordingly, the Debtors believe that the rejection of the Leases and any guaranties thereof and the abandonment of the Abandoned Property is in the best interests of their estates, their creditors, and other parties in interest.

15. Moreover, rejection of the Leases and abandonment of the Abandoned Property effective as of the Petition Date is necessary and justified under the circumstances. Prior to the Petition Date, the Debtors vacated the Premises and surrendered possession to the

Landlords. Accordingly, the Debtors seek to reject the Leases and abandon the Abandoned Property effective as of the Petition Date.

16. Rejection of the Leases and abandonment of the Abandoned Property as of the Petition Date will not harm or otherwise prejudice the Landlords, and the Debtors propose to serve any order granting the relief requested in this Motion on the Landlords and provide such Landlords with an opportunity to object to the relief granted therein. Specifically, the Debtors submit that if any Landlord objects to the relief granted by an order approving this Motion, such Landlord may file a written objection and serve it upon counsel for the Debtors (the "Landlord Objection"). If any such Landlord Objection is filed, the Debtors further request that a hearing on such Landlord Objection be held on or before December 1, 2008.

17. Finally, the Debtors seek rejection of the Leases and abandonment of the Abandoned Property as of the Petition without prejudice to the rights of any Landlord to seek an administrative claim for rent and

related charges for the period subsequent to the Petition Date.

18. Accordingly, the Leases should be rejected and the Abandoned Property abandoned effective as of the Petition Date.

#### **APPLICABLE AUTHORITY**

##### **I. REJECTION OF THE LEASES IS A SOUND EXERCISE OF THE DEBTORS' BUSINESS JUDGMENT.**

19. Bankruptcy Code section 365(a) provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). A debtor's determination to reject an executory contract is governed by the "business judgment" standard. See Lubrizol Enterprises, Inc. v. Richmond Metal Finishers, Inc., 756 F.2d 1043, 1046-47 (4th Cir. 1985), cert. denied sub nom., Lubrizol Enters., Inc. v. Canfield, 475 U.S. 1057 (1986) (stating that a debtor's decision to reject an executory contract is governed by the business judgment standard and can only be overturned if the decision was the product of bad faith, whim, or caprice); In re Extraction

Technologies of VA, L.L.C., 296 B.R. 393, 399 (Bankr. E.D. Va. 2001).

20. Once the Debtors articulate a valid business justification, "[t]he business judgment rule 'is a presumption that in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.' "

Official Comm. Of Subordinated Bondholders v. Integrated Res., Inc., 147 B.R. 650, 656 (S.D.N.Y. 1992) (quoting Smith v. Van Gorkom, 488 A.2d 858, 872 (Del. 1985)).

21. The business judgment rule has vitality in chapter 11 cases and shields a debtor's management from judicial second-guessing. See Comm. Of Asbestos-Related Litigants and/or Creditors v. Johns-Manville Corp., 60 B.R. 612, 615 16 (Bankr. S.D.N.Y. 1986) ("[T]he Code favors the continued operation of a business by a debtor and a presumption of reasonableness attaches to a debtor's management decisions." ).

22. As set forth above, the Debtors clearly have satisfied the "business judgment" standard for rejecting the Leases. The Leases are financially

burdensome and unnecessary to the Debtors' ongoing operations and business. Rejection of the Leases is in the Debtors' best interests because the Debtors are no longer operating retail operations at the Premises. Moreover, the Debtors have reviewed the Leases and have determined that the Leases do not have any marketable value beneficial to the Debtors' estates. Accordingly, the Debtors have determined that the Leases constitute an unnecessary drain on the Debtors' cash flow and, therefore, rejection of the Leases reflects the Debtors' exercise of sound business judgment.

23. Moreover, any subleases of any of the Premises subject to the Leases will be likewise rejected upon rejection of the primary Lease. Chatlos Systems, Inc. v. Kaplan, 147 B.R. 96, 99 (D. Del. 1992) (holding that rejection of a primary lease results in deemed rejection of any sublease). Out of an abundance of caution, however, the Debtors likewise seek rejection of any subleases associated with the Leases.

24. The Debtors also respectfully request that the Court enter an order that the effective date of

rejection of the Leases is the date of the filing of the Debtors' bankruptcy petitions.

25. Section 365 of the Bankruptcy Code does not specifically address whether the Court may order rejection to be effective retroactively. However, many courts have held that bankruptcy courts may, in their discretion, authorize rejection retroactive to a date prior to entry of the court's order. See, e.g., In re At Home Corp., 392 F.3d 1064, 1065-66 (9th Cir. 2004) (affirming bankruptcy court's approval of retroactive rejection), cert. denied sub nom. Pacific Shores Dev., LLC v. At Home Corp., 546 U.S. 814 (2005); In re CCI Wireless, LLC, 297 B.R. 133, 140 (D. Colo. 2003).

26. Rejection of the Leases as of the Petition Date will not harm or otherwise prejudice the Landlords, as the Debtors propose to serve any order granting the relief requested in this Motion on the Landlords and provide such Landlords with an opportunity to object to the relief granted therein. Moreover, the Landlords will be relieved of their own obligations under the Leases, allowing them to cease performance and immediately repossess their property, if applicable.

27. In summary, the Debtors believe that the proposed rejection of the Leases is tailored to minimize administrative expense, maximize distributions to creditors in these chapter 11 cases, and return control of the Premises to the Landlords quickly. In the exercise of their sound business judgment, the Debtors thus seek authority to reject the Leases effective as of the Petition Date.

**II. THE BANKRUPTCY CODE AUTHORIZES THE ABANDONMENT OF THE ABANDONED PROPERTY.**

28. Bankruptcy Code section 554(a) provides that "[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a). Courts give debtors in possession great deference to their decisions to abandon under section 554. See In re Vel Rey Props., Inc., 174 B.R. 859, 867 (Bankr. D.D.C. 1994) ("Clearly, the court should give deference to the trustee's judgment in such matters."). Unless the property is harmful to the public, once the debtors in possession have shown that the property is burdensome or

of inconsequential value and benefit, the court should approve the abandonment. Id. at 868.

29. The Debtors believe that the costs of moving and storing the Abandoned Property would far outweigh any benefit to their estates. Moreover, the Debtors believe that any efforts to move the Abandoned Property would unnecessarily delay the rejection of the Leases. Therefore, it is in the Debtors' best interests to abandon the Abandoned Property located at the Premises on the Petition Date.

30. Numerous courts, including those in this district, have authorized similar relief. See, e.g., In re Movie Gallery, Inc., et al., Case No. 07-33849 (Bankr. E.D. Va. Oct. 17, 2007); In re Storehouse, Inc., Case No. 06-11144 (Bankr. E.D. Va. Nov. 21, 2006); In re Rowe Furniture, Inc., Case No. 06-11143 (Bankr. E.D. Va. Nov. 21, 2006); In re The Rowe Cos., Case No. 06-11142 (Bankr. E.D. Va. Nov. 21, 2006).

#### **NOTICE**

31. Notice of this Motion will be given to:

- (i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) counsel to the agent

for Debtors' postpetition lenders; (iii) counsel to the agent for the Debtors' prepetition lenders; and (iv) the Debtors' top fifty (50) largest unsecured creditors on a consolidated basis. The Debtors submit that, under the circumstances, no other or further notice of the Motion is required.

**WAIVER OF MEMORANDUM OF LAW**

32. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

**NO PRIOR REQUEST**

33. No previous motion for the relief sought herein has been made to this or any other Court.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: November 10, 2008

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Proposed Counsel for Debtors and  
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**EXHIBIT A**

**List of Leases**

EXHIBIT A

| LOC. #                      | NAME                                                     | ADDRESS                    | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME          | LANDLORD/<br>SUBTENANT<br>ADDRESS    | ADDR 1                                       | ADDR 2                                | ADDR 3    | CITY          | STATE | ZIP        |
|-----------------------------|----------------------------------------------------------|----------------------------|--------------------|----------------------------------|--------------------------------------|----------------------------------------------|---------------------------------------|-----------|---------------|-------|------------|
| 6001<br>(S/L)               | Syracuse Sublease<br>(Former 1115 Service)               | 7351 Round Pond<br>Road    | Prime Lease        | North Syracuse                   | Wee 97G-Syracuse<br>Investment Trust | C/O David M. Van<br>Driel                    | 6032 Dudley Court                     |           | Arvada        | CO    | 80004      |
| 6022<br>(00208/00043) (S/L) | Miami Sublease<br>(Former Dist/Hd                        | 3245-B Meridian<br>Parkway | Prime Lease        |                                  | Lexington Lion Weston<br>I Lp        | C/O Md Hodges,<br>And Ing Clarion<br>Company | 3350 Riverwood<br>Parkway, Suite 850  |           | Atlanta       | GA    | 30339      |
| 6022                        | Quantum Fine<br>Casework , Inc.                          | 3245-B Meridian<br>Parkway | Sublease           |                                  | Quantum Fine<br>Casework, Inc.       | 3245 Meridian<br>Parkway                     | Attn: Jeff McGovern                   |           | Weston        | FL    | 33331      |
| 6027<br>(S/L)               | Chicago Sublease<br>(Former 226 Dist./59<br>Serv.) (S/L) | 6300-B Muirfield<br>Drive  | Prime Lease        | Turnberry Lakes<br>Business Ctr. | Circuit Distribution -<br>Illinois   | C/O Cardinal<br>Capital Partners,<br>Inc.    | 8214 Westchester<br>Drive             | 9Th Floor | Dallas        | TX    | 75225-5520 |
| 6027                        | Ge Transportation<br>Systems                             | 6300-B Muirfield<br>Drive  | Sublease           |                                  | Ge Transporation<br>Systems          | 2901 Eastlake Road                           | Chief Financial<br>Officer, Bldg 14-5 |           | Erie          | PA    | 16531      |
| 6028<br>(S/L)               | Chehalis Sublease<br>(Former 367 Dist.)                  | 208 Maurin Road            | Prime Lease        |                                  | Chehalis Hawaii<br>Partners, Llc     | C/O Kurisu &<br>Fergus                       | 1000 Bishop Street,<br>Suite 310      |           | Honolulu      | HI    | 96813      |
| 6028                        | Dhl Express, Inc.                                        | 208 Maurin Road            | Sublease           |                                  | Dhl Global Business<br>Services      | 1200 S. Pine Island<br>Road                  | Suite 500                             |           | Plantation    | FL    | 33324      |
| 6030<br>(S/L)               | Des Moines Sublease<br>(Former 885 Dist.)                | 1010 S.E. 54Th Street      | Prime Lease        |                                  | Cc - Investors 1996-17               | C/O Cardinal<br>Capital Partners,<br>Inc.    | 8214 Westchester<br>Drive, 9Th Floor  |           | Dallas        | TX    | 75225      |
| 6030                        | Remington Seeds                                          | 1010 S.E. 54Th Street      | Sublease           |                                  | Remington Seeds, Llc                 | Attn: Steve<br>Hageman                       | 4746 West Us<br>Highway 24            | Po Box 9  | Remington     | IN    | 47977      |
| 6044<br>#01601) (S/L)       | Fredericksburg Ss<br>Relo (Former Store                  | 3061 Plank Road            | Prime Lease        |                                  | Tam Stockton, Llc                    | C/O Sansome<br>Pacific Properties            | 500 Washington<br>Street Suuite 475   |           | San Francisco | CA    | 94111      |
| 6044                        | Dollar Tree Stores,<br>Inc. (Store #630)                 | 3061 Plank Road            | Sublease           |                                  | Dollar Tree Stores, Inc.             | 500 Volvo Parkway                            | Attn: Real Estate                     |           | Chesapeake    | VA    | 23320      |
| 6049                        | Detroit Sublease<br>(Former #1117<br>Service/Hd)         | 7171 Haggerty Road         | Prime Lease        |                                  | Carrollton Arms                      | C/O Bob Paciocco                             | 1330 Goldsmith                        |           | Plymouth      | MI    | 48170      |
| 6051<br>#03127)             | Gurnee Mills Ss Relo<br>(S/L) (Former Store              | 6609 Grand Avenue          | Prime Lease        | Grand Hunt Shopping<br>Center    | Olp 6609 Grand Llc                   | C/O One Liberty<br>Properties, Inc.          | 60 Cutter Mill Road                   | Suite 303 | Great Neck    | NY    | 11021      |
| 6051                        | La-Z-Boy Showcase<br>Shoppes, Inc.                       | 6609 Grand Avenue          | Sublease           |                                  | La-Z-Boy Showcase<br>Shoppes         | 724 Hoffman Street                           |                                       |           | Hammond       | IN    | 46327      |

EXHIBIT A

| LOC. # | NAME                                                   | ADDRESS                               | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME  | LANDLORD/<br>SUBTENANT<br>ADDRESS | ADDR 1                           | ADDR 2                          | ADDR 3                                    | CITY         | STATE | ZIP        |
|--------|--------------------------------------------------------|---------------------------------------|--------------------|--------------------------|-----------------------------------|----------------------------------|---------------------------------|-------------------------------------------|--------------|-------|------------|
| 6053   | El Paso East Ss Relo<br>(Former Store #04508)          | 1145 Westmoreland Drive               | Prime Lease        |                          | Sullivan Crosby Trust             | 2851 Jacks Valley Road           |                                 | Sullivan,<br>M. W. &<br>Kathryn<br>Crosby | Genoa        | NV    | 89411      |
| 6053   | Salom Sons Inc.                                        | 1145 Westmoreland Drive               | Sublease           |                          | Salom Sons, Inc.                  | Caa Bella, 500 Zaeagosa, Suite K | Attn: Martha Salom              |                                           | El Paso      | TX    | 79907      |
| 6054   | Cherry Hill Ss Relo<br>(Former Store #00734)           | 2128 Route 38                         | Prime Lease        |                          | Silverstein - Trustee,<br>Raymond | The Goodman Group                | 131A Gaither Drive              |                                           | Mt. Laurel   | NJ    | 08054      |
| 6057   | Columbus Ss Relo<br>(Former Store #03200)<br>(S/L)     | 3001 Airport Throughway               | Prime Lease        |                          | Circuit Investors #2 Ltd.         | C/O Robert Balogh                | 777 Arthur Godfrey Road, #400   |                                           | Miami Beach  | FL    | 33140      |
| 6057   | Restoration Ministries                                 | 3001 Airport Throughway               | Sublease           |                          | Restoration Ministries            | 4105 Beallwood Avenue            |                                 |                                           | Columbus     | GA    | 31904      |
| 6102   | Fairfax Surplus<br>(Former Store #03102)               | 11220 James Swart Circle              | Prime Lease        | Fairfax Court            | Fairfax Court Lp                  | C/O Simon Property Group         | 225 W. Washington Street        |                                           | Indianapolis | IN    | 46204-3438 |
| 6112   | Kileen Mini-Ss (S/L)<br>Surplus (Former Store #1612)   | 2500 E. Central Texas Expwy., Suite C | Prime Lease        | Cielo Vista S.C.         | Bc Portland Partners, Inc.        | 675 Third Ave.                   | Attn: Arthur Walker             |                                           | New York     | NY    | 10017      |
| 6112   | Wired Management,<br>Llc                               | 2500 E. Central Texas Expwy., Suite C | Sublease           |                          | Wired Management, Llc             | Attn: Real Estate                | 1033 South Fort Hood Street     |                                           | Killeen      | TX    | 76541      |
| 6133   | Darien Surplus<br>(Former Store #03116)                | 2157 75Th Street                      | Prime Lease        | Darien Towne Center      | Inland Us Management, Llc         | 13068 Collections Center Drive   | Darien Town Center              |                                           | Chicago      | IL    | 60693-0130 |
| 6157   | Henrietta Ss Surplus<br>(Former Store # 3155)          | 1575 Marketplace Drive                | Prime Lease        | Marketplace Center       | Southwind Ltd.                    | 5900 Wilshire Blvd.              | Suite 1425                      |                                           | Los Angeles  | CA    | 90036      |
| 6178   | North Randall Surplus<br>(Former Store #03178)         | 21639 Miles Road                      | Prime Lease        | Village Of North Randall | Sonnet Investments, Llc           | C/O Terra Enterprises, Inc.      | 11812 San Vicente Blvd, Ste 510 |                                           | Los Angeles  | CA    | 90049      |
| 6191   | Indianapolis Surplus<br>(Former Store #03190)<br>(S/L) | 3670 Moller Road                      | Prime Lease        |                          | Cc Indianapolis 98, L.L.C.        | C/O Lucknow Associates           | 4025 Crooked Hill Road          |                                           | Harrisburg   | PA    | 17110      |

EXHIBIT A

| LOC. # | NAME                                                         | ADDRESS                           | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME         | LANDLORD/<br>SUBTENANT<br>ADDRESS                | ADDR 1                             | ADDR 2                          | ADDR 3                        | CITY           | STATE | ZIP   |
|--------|--------------------------------------------------------------|-----------------------------------|--------------------|---------------------------------|--------------------------------------------------|------------------------------------|---------------------------------|-------------------------------|----------------|-------|-------|
| 6201   | Melbourne Surplus<br>(Former Store #04201)                   | 2730 W. New Haven Avenue          | Prime Lease        |                                 | Leben, Robert L. & Mary C.                       | 1700 West Pioneer Road             |                                 |                               | Cedarburg      | WI    | 53012 |
| 6201   | Topline Appliance Depot, Inc.                                | 2730 W. New Haven Avenue          | Sublease           |                                 | Topline Appliance Depot, Inc.                    | Mr. Chris Barnas, General Manager  | 965 N Cocoa Boulevard           |                               | Cocoa          | FL    | 32922 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6214   | Evergreen Park Surplus (Former Store #03114)                 | 9600 South Western Avenue         | Prime Lease        | Evergreen Plaza Shopping Center | Provo Group, The, As Agent For                   | Evergreen Plaza Associates Lp      | 9730 S. Western Ave., Ste. 418  |                               | Evergreen Park | IL    | 60642 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6232   | Matteson Surplus (Former Store #03132)<br>(S/L)              | 4818 Southwick Drive              | Prime Lease        | Southwick Corporate Park        | Circuit II Corporation                           | C/O Sigmund Sommer Properties      | 280 Park Avenue                 |                               | New York       | NY    | 10017 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6242   | Wichita Surplus (Former Store #03239)<br>(S/L)               | 8401 East Kellogg Street          | Prime Lease        |                                 | Cc-Investors 1997-2                              | C/O Bill Anest                     | 31366 North Highway 45          |                               | Libertyville   | IL    | 60048 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6253   | Sacramento Surplus (Former Store #00252)                     | 1874 Arden Way                    | Prime Lease        | Point West Plaza                | Point West Investors Ii                          | C/O Buckeye Pacific Investors      | 201 Hoffman Avenue              |                               | Monterey       | CA    | 93940 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6257   | Brunswick Surplus (Former Store #03256)                      | 114 Golden Isles Plaza, Suite 137 | Prime Lease        | Golden Isles Plaza S. C.        | Kolo Enterprises                                 | C/O The Shopping Center Group, Llc | 3101 Towecreek Pkwy., Suite 200 |                               | Atlanta        | GA    | 30339 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6261   | Louisville Surplus (Former 361/80 Dist/Supply/Serv)<br>(S/L) | 7300-A & B Intermodal Drive       | Prime Lease        |                                 | Hollingsworth Capital Partners - Intermodal, Llc | Two Centre Plaza                   |                                 |                               | Clinton        | TN    | 37716 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6274   | Jackson Surplus (Former Store #03275)<br>(S/L)               | 1938 Emporium Drive               | Prime Lease        | Jackson Towne Center            | Cc Jackson 98 Llc                                | C/O Lucknow Associates             | 4025 Crooked Hill Road          |                               | Harrisburg     | PA    | 17110 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6275   | Bannister Ss Main Lease (Former Store #03209)                | 9251 Hillcrest Road               | Prime Lease        | Benjamin Plaza Shopping Center  | Kc Benjamin Realty Llc                           | C/O Sandor Development Company     | 2220 North Meridian Street      |                               | Indianapolis   | IN    | 46208 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6282   | Tempe Ss Relo (Former Store #03330)                          | 1270 West Elliott Road            | Prime Lease        | Groves Power Center             | Pacific Castle Groves Llc                        | 2601 Main Street                   | Suite 900                       | C/O Pacific Castle Management | Irvine         | CA    | 92614 |

EXHIBIT A

| LOC. # | NAME                                                     | ADDRESS                           | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME         | LANDLORD/<br>SUBTENANT<br>ADDRESS        | ADDR 1                                        | ADDR 2                              | ADDR 3              | CITY              | STATE | ZIP        |
|--------|----------------------------------------------------------|-----------------------------------|--------------------|---------------------------------|------------------------------------------|-----------------------------------------------|-------------------------------------|---------------------|-------------------|-------|------------|
| 6282   | Mor Furniture For Less (Az)                              | 1270 West Elliott Road            | Sublease           |                                 | Mor Furniture For Less                   | 1270 West Elliott Road                        |                                     |                     | Tempe             | AZ    | 85284-1100 |
| 6289   | Southpark Ss Relo (Former Store #03106) (S/L)            | 1823 Southpark Boulevard          | Prime Lease        | Southpark Mall                  | Cc Colonial Trust                        | C/O Paragon Affiliates, Inc.                  | One Paragon Dr., Ste 145            |                     | Montvale          | NJ    | 07645      |
| 6292   | Meriden Sublease (Former 1119 Service/Hd) (S/L)          | 1020 Research Parkway             | Prime Lease        |                                 | Paige Exchange Corp.                     | 3205 Underhill Place                          |                                     |                     | Bend              | OR    | 97701      |
| 6292   | Homans Associates, Inc.                                  | 1020 Research Parkway             | Sublease           |                                 | Homans Associates, Inc.                  | 250 Ballardvale Street                        | P.O. Box 694                        |                     | Wilmington        | MA    | 01887      |
| 6294   | Tuscaloosa Surplus (Former Store #03291)                 | 2600 Mcfarland Blvd East, Suite J | Prime Lease        | Mcfarland Plaza Shopping Center | Ddrtc Mcfarland Plaza, Llc               | C/O Developers Diversified Realty Corporation | 3300 Enterprise Parkway             |                     | Beachwood         | OH    | 44122      |
| 6301   | Bakersfield, Ca Main Lease                               | 2204 Wible Road                   | Prime Lease        |                                 | Oates, Marvin L.                         | 960 Fulton Avenue, Suite 100                  | C/O Oates Investments, Inc.         |                     | Sacramento        | CA    | 95828      |
| 6301   | Mor Furniture For Less, Inc.                             | 2204 Wible Road                   | Sublease           |                                 | Waterbed Emporium Of Ca                  | 8996 Miramar Road, #360                       |                                     |                     | San Diego         | CA    | 92126      |
| 6324   | Salem Surplus (Former Store #03314) (S/L)                | 435 Lancaster Drive               | Prime Lease        |                                 | Cci Trust 1994-I; Lloyd Draper - Trustee | C/O Wilmington Trust Company                  | 1100 North Market Street            | Rodney Square North | Wilmington        | DE    | 19890-0001 |
| 6336   | Winston-Salem Billboard                                  | 1612 South Stratford Road         | Prime Lease        |                                 | Kroustalis Investments                   | Attn: Jimmy Kroustalis                        | 131 Milnor Place                    |                     | Winston-Salem     | NC    | 27104      |
| 6336   | ** 2 Landlords                                           |                                   |                    |                                 |                                          |                                               |                                     |                     |                   |       |            |
| 6336   | Fabri Centers Of America, Inc. (Billboard)               | 1612 South Stratford Road         | Sublease           |                                 | Fabri-Centers Of America, Inc.           | 5555 Darrow Road                              | Attn: Vice President, Corp. Finance |                     | Hudson            | OH    | 44236      |
| 6345   | Dallas Surplus (Former Store 509 & Ofc. 9240/0067) (S/L) | 5955 Alpha Road                   | Prime Lease        |                                 | Ar Investments, L.P.                     | C/O Terra Enterprises, Inc.                   | 11812 San Vicente Blvd., Suite 510  |                     | Los Angeles       | CA    | 90049      |
| 6345   | Entertainmart                                            | 5955 Alpha Road                   | Sublease           |                                 | Entertainmart-Preston Rd, Llc            | Attn: Mark Kane                               | 6515 Pemberton Drive                |                     | Dallas            | TX    | 75230      |
| 6510   | Edwin Watts Golf Shops, Inc.                             | 5955 Alpha Road                   | Sublease           |                                 | Edwin Watts Golf Shop                    | 20 Hill Avenue                                | Attn: Ronnie Watts                  |                     | Fort Walton Beach | FL    | 32549      |
| 6511   | Dan'S Big & Tall Shop, Inc.                              | 5957 Alpha Road                   | Sublease           |                                 | Dan'S Big & Tall Shop, Inc.              | 7275 Envoy Ct                                 |                                     |                     | Dallas            | TX    | 75247      |
| 6512   | Great Golf, Inc.                                         | 5955 Alpha Road, Suite 100        | Sublease           |                                 | Great Golf, Inc.                         | 3110 Thomas Avenue, Suite 333                 | Attn: Marc Fagan                    |                     | Dallas            | TX    | 75204      |

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| LOC. #        | NAME                                          | ADDRESS                         | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME    | LANDLORD/<br>SUBTENANT<br>ADDRESS        | ADDR 1                          | ADDR 2                                | ADDR 3              | CITY         | STATE | ZIP        |
|---------------|-----------------------------------------------|---------------------------------|--------------------|----------------------------|------------------------------------------|---------------------------------|---------------------------------------|---------------------|--------------|-------|------------|
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6359          | Deptford Surplus<br>(Former Store #00537)     | 1500 Almonesson Road            | Prime Lease        | The Court At Deptford      | Almonesson Associates, L.P.              | C/O The Goldenberg Group        | 350 Sentry Pkwy., Bldg. 630, Ste. 300 |                     | Blue Bell    | PA    | 19422-2316 |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6360<br>(S/L) | Greensboro Surplus<br>(Former Store #00820)   | 1314 Bridford Parkway           | Prime Lease        | Landmark Crossing S.C.     | Dmc Properties, Inc.                     | 415 Minuet Lane                 | Suite F                               |                     | Charlotte    | NC    | 28217      |
| 6360          | Peak Pl Holdings, Llc                         | 1314 Bridford Parkway           | Sublease           | Landmark Crossing S.C.     | Peak Pl Holdings, Llc                    | 15806 Brookway Drive            | Suite 400                             |                     | Huntersville | NC    | 28078      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6361          | Landover Surplus<br>(Former Store #00824)     | 8503 Landover Road              | Prime Lease        | Landover Crossing S.C.     | 5035 Associates, L.P.                    | C/O Rivercrest Realty Investors | 8816 Six Forks Rd - Ste 201           |                     | Raleigh      | NC    | 27615      |
| 6361          | Mall Of Decoration,<br>Inc.                   | 8503 Landover Road              | Sublease           |                            | Mall Of Decoration, Inc.                 | 8503 Landover Road              |                                       |                     | Landover     | MD    | 20785      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6364          | Rocky Mount Surplus<br>(Former Store #03244)  | 750 Sutters Creek Boulevard     | Prime Lease        | Rocky Mount Towne Center   | Alliance - Rocky Mount, L.L.C.           | Attn: Connie Cluderay           | 6100 Fairview Road, Suite 350         |                     | Charlotte    | NC    | 28210      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6365<br>(S/L) | Wilkes-Barre Surplus<br>(Former Store #04106) | 540 Kidder Street               | Prime Lease        |                            | Bpp-Wb, L.L.C.                           | C/O Saunders Hotel Group        | 240 Newbury Street                    | Third Floor         | Boston       | MA    | 02116      |
| 6365          | Eynon Furniture<br>Outlet, Inc.               | 540 Kidder Street               | Sublease           |                            | Eynon Furniture Outlet, Inc.             | Attn: Real Estate Depart        | 101 Monahan Avenue                    |                     | Dunmore      | PA    | 18512      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6366<br>(S/L) | Lewisville Surplus<br>(Former Store #04502)   | 2325 S. Stemmons Pkwy.Suite 104 | Prime Lease        | Vista Ridge Village Sc     | Cci Trust 1994-I; Lloyd Draper - Trustee | C/O Wilmington Trust Company    | 1100 North Market Street              | Rodney Square North | Wilmington   | DE    | 19890-0001 |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6372          | Gastonia Surplus<br>(Former Store #00831)     | 1875 Remount Road               | Prime Lease        | Northridge Shopping Center | Remount Road Associates, L.P.            | Attn: President                 | C/O Lmg Properties, Inc.              | 5815 Westpark Drive | Charlotte    | NC    | 28217      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6373<br>(S/L) | Winchester Surplus<br>(Former Store #01609)   | 2173 South Pleasant Valley Road | Prime Lease        |                            | Southland Investors, L.P.                | 2 North Riverside Plaza         | Suite 600                             |                     | Chicago      | IL    | 60606      |
| 6373          | Winchester Fun<br>Expedition Corp.            | 2173 South Pleasant Valley Road | Sublease           |                            | Winchester Fun Expedition Corp           | Attn: Eric Burstock, Pres.      | 2173 South Pleasant Valley Road       |                     | Winchester   | VA    | 22601      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |

EXHIBIT A

| LOC. # | NAME                                                    | ADDRESS                       | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME        | LANDLORD/<br>SUBTENANT<br>ADDRESS          | ADDR 1                                        | ADDR 2                       | ADDR 3          | CITY            | STATE | ZIP        |
|--------|---------------------------------------------------------|-------------------------------|--------------------|--------------------------------|--------------------------------------------|-----------------------------------------------|------------------------------|-----------------|-----------------|-------|------------|
| 6377   | N. Richland Hills Surplus (Former Store #03505) (S/L)   | 8701 Airport Freeway          | Prime Lease        |                                | Circuit Tex Property Investors L.P.        | C/O Immobilien Verwaltung GmbH                | Augustenstr. 14A - 5Th Floor |                 | D-80333 Munchen |       |            |
| 6377   | Golfsmith International, L.P. #71                       | 8701 Airport Freeway          | Sublease           |                                | Golfsmith International, L.P.              | 11000 North 1H 35                             | Attn: Real Estate            |                 | Austin          | TX    | 78753      |
| 6379   | Highland Surplus (Former Store #03625)                  | 10323 Indianapolis Blvd.      | Prime Lease        | Highland Grove Shopping Center | Ddr Highland Grove Llc                     | C/O Developers Diversified Realty Corporation | 3300 Enterprise Parkway      | P.O. Box 228042 | Beachwood       | OH    | 44122-7249 |
| 6381   | Johnstown Surplus (Former Store #03746) (S/L)           | 626 Gallaria Drive            | Prime Lease        | Johnstown Galleria             | Millstein Industries, L.L.C.               | 322 Armbrust Road                             | 2Nd Floor                    |                 | Youngwood       | PA    | 15697      |
| 6384   | Shreveport Surplus (Former Store #03238) (S/L)          | 8100 Jump Run Road            | Prime Lease        | Walmart Center                 | Harold And Lucille Chaffee Trust           | 8816 Natalie Ave. N.E.                        | Haraold D. Chaffee Trustee   |                 | Albuquerque     | NM    | 87111      |
| 6385   | Niles Surplus (Former Store #03626) (S/L)               | 5100 Youngstown Warren Road   | Prime Lease        |                                | Wec 96D Niles Investment Trust             | 6750 Lbj Freeway                              | Suite 1100                   |                 | Dallas          | TX    | 75240      |
| 6111   | <b>Dollar General Corporation</b>                       | 5130 Youngstown Warren Road   | Sublease           |                                | Dollar General Corporation                 | 100 Mission Ridge                             | Store #4768                  |                 | Goodlettsville  | TN    | 37072-2170 |
| 6522   | <b>Schiavone, Daniel P. &amp; Deborah A. (Cam Only)</b> | 5150 Youngstown Warren Road   | Sublease           |                                | Daniel And Deborah Schiavone               | 1309 Valley View Lane                         |                              |                 | Youngstown      | OH    | 44512-3750 |
| 6390   | Rancho Cucamonga Surplus (Former Store #03311)          | 12489 Foothill Boulevard      | Prime Lease        | Foothill Marketplace           | Kimco Pk Llc                               | Pk Sale Llc                                   | 3333 New Hyde Park Road      | Suite 100       | New Hyde Park   | NY    | 00142      |
| 6399   | Lynchburg Surplus (Former Store #00399)                 | 3700 Candlers Mountain Rd     | Prime Lease        | Candler'S Station S.C.         | Developers Deiversified Realty Corporation | 3300 Enterprise Parkway                       | Po Box 228042                |                 | Beachwood       | OH    | 44122      |
| 6417   | Beaumont Surplus (Former Store #03517)                  | 6490 Eastex Freeway (Hwy. 69) | Prime Lease        | Parkdale Village Sc            | Parkdale Village Lp                        | C/O Cb Richard Ellis, Inc.                    | 1880 S. Dairy Ashford        | Suite 106       | Houston         | TX    | 77077      |
| 6438   | Houston/Almeda Surplus (Former Store #00538) (S/L)      | 9950 Kleckley Road            | Prime Lease        |                                | Watkins Houston Investments, L.P.          | 751 Champagne Road                            |                              |                 | Incline Village | NV    | 89451      |

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| LOC. # | NAME                                                            | ADDRESS                      | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME       | LANDLORD/<br>SUBTENANT<br>ADDRESS        | ADDR 1                                                 | ADDR 2                                | ADDR 3                     | CITY             | STATE | ZIP   |
|--------|-----------------------------------------------------------------|------------------------------|--------------------|-------------------------------|------------------------------------------|--------------------------------------------------------|---------------------------------------|----------------------------|------------------|-------|-------|
| 6464   | Lancaster Ss Relo<br>(Former Store #00411)                      | 44600 Valley Central Way     | Prime Lease        |                               | Rvip Valley Central Lp                   | 3300 Enterprise Parkway                                |                                       |                            | Beachwood        | OH    | 44122 |
| 6467   | Duncanville Ss Relo<br>(Former Store #00569)<br>(S/L)           | 667 N. Cockrell Hill Road    | Prime Lease        |                               | Circuit Investors #2 Ltd.                | C/O Robert Balogh                                      | 777 Arthur Godfrey Road, #400         |                            | Miami Beach      | FL    | 33140 |
| 6467   | K&G Men'S Company, Inc.                                         | 667 N. Cockrell Hill Road    | Sublease           |                               | K&G Men'S Company, Inc.                  | 1225 Chattahoochee Avenue, Nw                          | Attn: Executive Offices               |                            | Atlanta          | GA    | 30318 |
| 6478   | Cleveland Sublease<br>(Former Serv/Hd 0096<br>Attach 6280/6281) | 6400 West Snowville Road, #1 | Prime Lease        | Snowville Business Centre I/I | Fogg-Snowville, L.L.C.                   | 981 Keynote Circle:                                    | Suite 15                              |                            | Brooklyn Heights | OH    | 44131 |
| 6478   | Sky Bank                                                        | 6400 West Snowville Road, #1 | Sublease           | Snowville Business Centre I/I | Sky Bank / The Huntington National Bank  | Corporate Real Estate - Lease Admin.                   | 37 West Broad Street, Hp1097          |                            | Columbus         | OH    | 43215 |
| 6480   | Richmond Sublease<br>(Former Service Center #0091)              | 8080 Villa Park Drive        | Prime Lease        | Villa Park Ii                 | Ck Richmond Business Services #2, L.L.C. | C/O Brandywine Realty Trust                            | 300 Arboretum Place, Suite 260        |                            | Richmond         | VA    | 23236 |
| 6480   | North South Partners,<br>Llc                                    | 8080 Villa Park Drive        | Sublease           | Villa Park Ii                 | North South Partners, Llc                | 2601 Floyd Avenue                                      | Attn: Real Estate                     |                            | Richmond         | VA    | 23220 |
| 6492   | Tampa Sublease<br>(Former 00058<br>Serv/Hd)                     | 3401 Queen Palm Drive        | Prime Lease        | Sabal Distribution Center     | Rreef America Reit Ii Corp Vvv           | Rreef Management Company                               | 601 South Lake Destiny Road           | Suite 190                  | Maitland         | FL    | 32751 |
| 6492   | Hughes Mro, Ltd.                                                | 3401 Queen Palm Drive        | Sublease           | Sabal Distribution Center     | Hughes Mro, Ltd.                         | C/O Hd Supply, Inc.                                    | Attn: Real Estate/Property Management | 10641 Scripps Summit Court | San Diego        | CA    | 92131 |
| 6500   | Dallas Surplus<br>(Former Store #00509)                         | 13838 Dallas Parkway         | Prime Lease        | Alpha Parkway Plaza S.C.      | Galleria Plaza, Ltd.                     | 2001 Preston Road                                      |                                       |                            | Plano            | TX    | 75093 |
| 6500   | Dick'S Sporting Goods, Inc. A<br>Delaware Corp.                 | 13838 Dallas Parkway         | Sublease           | Alpha Parkway Plaza S.C.      | Dick'S Sporting Goods, Inc.              | Attn: Senior Vice President, Real Estate & Development | And Legal Department                  | 300 Industry Drive         | Pittsburgh       | PA    | 15275 |
| 6524   | Lakeshore Learning Materials                                    | 13846 N. Dallas Parkway      | Sublease           |                               | Lakeshore Equipment Co.                  | 2695 E. Dominguez Street                               | P.O. Box 6261                         |                            | Carson           | CA    | 90895 |

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| LOC. #     | NAME                                                               | ADDRESS                   | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME           | LANDLORD/<br>SUBTENANT<br>ADDRESS                                 | ADDR 1                            | ADDR 2                                | ADDR 3                                                            | CITY               | STATE | ZIP   |
|------------|--------------------------------------------------------------------|---------------------------|--------------------|-----------------------------------|-------------------------------------------------------------------|-----------------------------------|---------------------------------------|-------------------------------------------------------------------|--------------------|-------|-------|
| 6502 (S/L) | Midwest City<br>(Heritage) Main Lease                              | 6830 East Reno<br>Avenue  | Prime Lease        | Heritage Park Mall                | Circuit Okla Property<br>Investor                                 | C/O Immobilien<br>Verwaltung GmbH | Augustenstr. 14A -<br>5Th Floor       |                                                                   | D-80333<br>Munchen |       |       |
| 6502       | Oklahoma Goodwill<br>Industries, Inc.                              | 6830 East Reno<br>Avenue  | Sublease           |                                   | Oklahoma Goodwill<br>Industries, Inc.                             | 410 Sw 3Rd                        |                                       |                                                                   | Oklahoma City      | OK    | 73109 |
| 6507       | Se Truong & Ly<br>Truong                                           | 6830 East Reno<br>Avenue  | Sublease           |                                   | Se Truong & Ly<br>Truong                                          | 5640 Greenview<br>Drive           |                                       |                                                                   | Oklahoma City      | OK    | 73135 |
| 6509       | Eyecare Discount<br>Optical, Inc. (Eyemart<br>Express)             | 6824 East Reno<br>Avenue  | Sublease           | Heritage Park Mall                | Eyecare Discount<br>Optical Inc.                                  | Attn: Bette Madore                | 400 S. Vermont<br>#125                |                                                                   | Oklahoma City      | OK    | 73108 |
| 6533       | Windcrest Surplus<br>(Former Store #03503)                         | 8540 Four Winds<br>Drive  | Prime Lease        | Windsor Park Centre               | Whitestone Reit                                                   | 2600 S Gessner<br>Road            | Suite 500                             |                                                                   | Houston            | TX    | 77063 |
| 6548       | Decatur Sublease<br>(Former Store #00818)                          | 4572 Memorial Drive       | Prime Lease        | Memorial Drive<br>Shopping Center | Teplis, Nathan; Dr.<br>Paul Teplis; Mrs. Belle<br>Teplis; Frank & | C/O Hendee -<br>Barnes Properties | 3280 Pointe Pkwy.,<br>Suite 2300      |                                                                   | Norcross           | GA    | 30092 |
| 6548       | New Avenues Lease<br>Ownership, Llc                                | 4572 Memorial Drive       | Sublease           | Memorial Drive<br>Shopping Center | New Avenues Lease<br>Ownership, Llc                               | Attn: Legal<br>Department         | 3440 Preston Ridge<br>Road, Suite 500 |                                                                   | Alpharetta         | GA    | 30005 |
| 6551       | Martinsville Sublease<br>(Former Store #01617)                     | 233 Commonwealth<br>Blvd. | Prime Lease        |                                   | Lester Development<br>Corporation                                 | Attn: George W.<br>Lester, Ii     | 14 E. Liberty Street                  |                                                                   | Martinsville       | VA    | 24115 |
| 6552 (S/L) | Odessa Sublease<br>(Former Store #01626)                           | 5171 East 42Nd<br>Street  | Prime Lease        |                                   | Chalek Company Llc                                                | P. O. Box 11239                   |                                       |                                                                   | Marina Del Rey     | CA    | 90295 |
| 6552       | Dollar Tree Stores,<br>Inc. - #2935                                | 5171 East 42Nd<br>Street  | Sublease           |                                   | Dollar Tree Stores, Inc.                                          | 500 Volvo Parkway                 | Ref: Dollar Tree<br>Store #2935       | Attn: Vice<br>President -<br>Real Estate<br>&<br>Constructio<br>n | Chesapeake         | VA    | 23320 |
| 6553       | Kokomo Sublease<br>(Former Store #01689)                           | 1012 S. Reed Road         | Prime Lease        |                                   | By-Pass Development<br>Company Llc                                | 2220 N. Meridan                   |                                       |                                                                   | Indianapolis       | IN    | 46208 |
| 6553       | Academy Alliance, Llc<br>(T/A Salon<br>Professionals/Spa<br>Bldrs) | 1012 S. Reed Road         | Sublease           |                                   | Academy Alliance, Llc                                             | 406 West Superior                 |                                       |                                                                   | Kokomo             | IN    | 46901 |

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| LOC. # | NAME                                                 | ADDRESS                   | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME       | LANDLORD/<br>SUBTENANT<br>ADDRESS           | ADDR 1                                        | ADDR 2                       | ADDR 3                     | CITY             | STATE | ZIP        |
|--------|------------------------------------------------------|---------------------------|--------------------|-------------------------------|---------------------------------------------|-----------------------------------------------|------------------------------|----------------------------|------------------|-------|------------|
| 6554   | Northbrook Surplus<br>(Former Store #03110)          | 127 Skokie Boulevard      | Prime Lease        | Village Square Of Northbrook  | Mid-America Asset Management                | Village Square Of Northbrook                  | One Parkview Plaza           | 9Th Floor                  | Oakbrook Terrace | IL    | 60181      |
| 6554   | Trader Joe'S East, Inc.                              | 127 Skokie Boulevard      | Sublease           | Village Square Of Northbrook  | Trader Joe'S Company                        | 800 South Shamrock Road                       | Attn: Mary Genest, Treasurer |                            | Monrovia         | CA    | 91016-6346 |
| 6558   | Fairlawn Sublease<br>(Former Store #03188)           | 2789 West Market Street   | Prime Lease        | Fairlawn Towne Center         | E&A Northeast Limited Partnership           | C/O Legal Department                          | Po Box 528                   |                            | Columbia         | SC    | 29202      |
| 6561   | Topeka Sublease<br>(Former Store #03225)             | 2040 S. W. Wanamaker Road | Prime Lease        | Wanamaker 21 Shops            | Gunning Investments, Llc                    | D/B/A Wanamaker 21 Shopping Center            | C/O Nai Nvision              | 534 S Kansas Ave, Ste 1008 | Kansas City      | MO    | 64196      |
| 6561   | Mrv Wanamaker, L.C.                                  | 2040 S. W. Wanamaker Road | Sublease           | Wanamaker 21 Shops            | Mrv Wanamaker, Lc.                          | 3501 Southwest Fairlawn Road                  | Suite 200                    |                            | Topeka           | KS    | 66614      |
| 6562   | Ft. Smith Sublease<br>(Former Store #03271)<br>(S/L) | 7601 Rogers Road          | Prime Lease        |                               | Cc Ft. Smith Investors 1998, Llc            | C/O Cardinal Capital Partners                 | 8214 Westchester Dr., 9Th Fl |                            | Dallas           | TX    | 75225      |
| 6564   | Cape Girardeau Sublease (Former Store #03765)        | 164 Siemers Drive         | Prime Lease        | Cape West Shopping Center     | Drury Land Development, Inc.                | 8315 Drury Industrial Parkway                 |                              |                            | St. Louis        | MO    | 63114      |
| 6564   | Dollar Tree Stores, Inc. (V#761)                     | 164 Siemers Drive         | Sublease           | Cape West Shopping Center     | Dollar Tree Stores, Inc.                    | 500 Volvo Parkway                             | Attn: Real Estate Dept.      |                            | Chesapeake       | VA    | 23320      |
| 6566   | Brentwood Surplus<br>(Former Store #03226)<br>(S/L)  | 8099 Moores Lane          | Prime Lease        |                               | Melville Walton Hone Trustee Of Hone Family | 3243 Blackhawk Meadow Drive                   |                              |                            | Danville         | CA    | 93506      |
| 6566   | Ashley Furniture (Pot Luck Enterprises, Inc.)        | 8099 Moores Lane          | Sublease           |                               | Pot Luck Enterprises, Inc.                  | 1400 North Illinoise Avenue, Suite 501        | Attn: Real Estate            |                            | Carbondale       | IL    | 62901      |
| 6580   | N. Olmsted Surplus<br>(Former Store #03180)          | 27250 Lorain Road         | Prime Lease        | Water Tower Square            | Water Tower Square, L.P.                    | C/O Carnegie Management And Development Corp. | 27500 Detroit Road           | #300                       | Westlake         | OH    | 44145      |
| 6589   | Hickory Surplus<br>(Former Store #00589)             | 2104 Highway #70, S.E.    | Prime Lease        | Valley Crossing Shopping Ctr. | Galileo Cmbs T2 Nc Lp                       | C/O Ert Australian Management, L.P.           | 420 Lexington Avenue         | 7Th Floor                  | New York         | NY    | 10170      |

EXHIBIT A

| LOC. #         | NAME                                                      | ADDRESS                            | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME  | LANDLORD/<br>SUBTENANT<br>ADDRESS           | ADDR 1                                               | ADDR 2                                  | ADDR 3                        | CITY          | STATE | ZIP        |
|----------------|-----------------------------------------------------------|------------------------------------|--------------------|--------------------------|---------------------------------------------|------------------------------------------------------|-----------------------------------------|-------------------------------|---------------|-------|------------|
| 6597           | Austin Surplus<br>(Former Store #00597)                   | 9333 Research Blvd.,<br>Suite A-4  | Prime Lease        | Arboretum Crossing<br>Sc | Kir Arboretum<br>Crossing L.P.              | C/O Kimco Realty<br>Corporation                      | Po Box 5020, Code<br>4986Stxao564       | 3333 New<br>Hyde Park<br>Road | New Hyde Park | NY    | 11042-0020 |
| 6605<br>(S/L)  | Harper Woods Surplus<br>(Former Store #03605)             | 20570 Kelly Road                   | Prime Lease        |                          | Cc Harper Woods 98,<br>Llc                  | C/O Lucknow<br>Associates                            | 4025 Crooked Hill<br>Road               |                               | Harrisburg    | PA    | 17110      |
| 6608           | Oklahoma City<br>Surplus (Former Store<br>#03508)         | 221 South East 74Th<br>Street      | Prime Lease        | South Shields Plaza      | South Shields #1 Ltd.                       | C/O Enterprise<br>Asset Management,<br>Inc., Manager | 521 Fifth Avenue                        | Suite 1804                    | New York      | NY    | 10175      |
| 6609           | Troy Surplus (Former<br>Store #03609)                     | 750 West 14 Mile<br>Road           | Prime Lease        | Oakland Mall             | Urbancal Oakland Ii<br>Llc                  | C/O Urban Retail<br>Properties Llc                   | 900 North Michigan<br>Avenue, Suite 900 |                               | Chicago       | IL    | 60611      |
| 6619<br>(S/L)  | Humble Surplus<br>(Former Store #03519)                   | 20465 Highway 59                   | Prime Lease        |                          | Cci Trust 1994-I; Lloyd<br>Draper - Trustee | C/O Wilmington<br>Trust Company                      | 1100 North Market<br>Street             | Rodney<br>Square<br>North     | Wilmington    | DE    | 19890-0001 |
| 6620           | Beaver Micro Surplus<br>(Former Store #03620)             | Beaver Valley Mall,<br>Unit 528    | Prime Lease        | Beaver Valley Mall       | Pr Beaver Valley L.P.                       | W510284                                              | P.O. Box 7777                           |                               | Philadelphia  | PA    | 19175-0284 |
| 6624           | College Station<br>Surplus (Former Store<br>#01624) (S/L) | 1003 Harvey Road                   | Prime Lease        |                          | Cc Investors 1995-3                         | P. O. Box 6370                                       |                                         |                               | Malibu        | CA    | 90264      |
| 6625           | Lufkin Surplus<br>(Former Store #01625)<br>(S/L)          | 4600 S. Medford Dr.,<br>Suite 5000 | Prime Lease        |                          | Cc - Investors 1996-1                       | 8411 Preston Road,<br>8Th Floor                      |                                         |                               | Dallas        | TX    | 75225-5520 |
| 6630<br>(1630) | Williamsport Micro-Ss<br>(S/L) (Former Store<br>#1630)    | 495 Lycoming Mall<br>Circle        | Prime Lease        | Lycoming Mall            | Bpp-Muncy L.L.C.                            | C/O Saunders Hotel<br>Group                          | 240 Newbury Street                      | Third Floor                   | Boston        | MA    | 02116      |
| 6636<br>(S/L)  | Green Bay Surplus<br>(Former Store #03636)                | 1940 West Mason<br>Street          | Prime Lease        |                          | Cc Green Bay 98, Llc                        | C/O Lucknow<br>Associates                            | 4025 Crooked Hill<br>Road               |                               | Harrisburg    | PA    | 17110      |
| 6655<br>(S/L)  | East Lansing Surplus<br>(Former Store #03655)             | 2655 East Grand<br>River Avenue    | Prime Lease        | Meridian Point Center    | Cc East Lansing 98,<br>L.L.C.               | C/O Lucknow<br>Associates                            | 4025 Crooked Hill<br>Road               |                               | Harrisburg    | PA    | 17110      |

EXHIBIT A

| LOC. # | NAME                                                    | ADDRESS                        | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME      | LANDLORD/<br>SUBTENANT<br>ADDRESS       | ADDR 1                                              | ADDR 2                                       | ADDR 3                                    | CITY          | STATE | ZIP        |
|--------|---------------------------------------------------------|--------------------------------|--------------------|------------------------------|-----------------------------------------|-----------------------------------------------------|----------------------------------------------|-------------------------------------------|---------------|-------|------------|
| 6703   | Traverse City Surplus<br>(Former Store #03703)<br>(S/L) | 3123 W. South<br>Airport Road  | Prime Lease        |                              | Ddrtc Mcfarland Plaza<br>Llc            | C/O Developers<br>Diversified Realty<br>Corporation | Attn: Executive<br>Vice President            | 3300<br>Enterprise<br>Parkway             | Beachwood     | OH    | 44122      |
| 6719   | Elmwood Park Surplus<br>(Former Store #03119)<br>(S/L)  | 7200 West Grand                | Prime Lease        |                              | Daniel G. Kamin<br>Elmwood Park Llc     | C/O Kamin Realty<br>Co.                             | P. O. Box 10234                              |                                           | Pittsburgh    | PA    | 15232      |
| 6729   | Muncie Surplus<br>(Former Store #03729)<br>(S/L)        | 3500 North Morrison<br>Road    | Prime Lease        |                              | Bard, Ervin & Suzanne<br>Bard           | 1100 Alta Loma<br>Road                              | Suite 16B                                    |                                           | Los Angeles   | CA    | 90069      |
| 6791   | Skokie Surplus<br>(Former Store #03791)                 | 4831 Golf Road                 | Prime Lease        | Orchard Place                | 120 Orchard Llc                         | 427 Orchard Llc, Ft<br>Orchard Llc                  | C/O Marc Realty,<br>Llc As Managing<br>Agent | 55 East<br>Jackson<br>Blvd., Suite<br>500 | Chicago       | IL    | 60604      |
| 6791   | Golf Galaxy, Inc.                                       | 4831 Golf Road                 | Sublease           |                              | Golf Galaxy                             | Accounts Payable                                    | Po Box 7000                                  |                                           | Coraopolis    | PA    | 15108      |
| 6792   | Staples, The Office<br>Superstore East, Inc.            | 4831 Golf Road                 | Sublease           |                              | Staples, The Office<br>Superstore, Inc. | P.O. Box 9271                                       | 500 Staples Drive                            | Attn: Lease<br>Administrator              | Framingham    | MA    | 01701-9271 |
| 6802   | Springfield Ss Relo<br>Lease (Former Store<br>#802)     | 7039 Old Keene Mill<br>Road    | Prime Lease        |                              | Mr Keene Mill 1 Llc                     | C/O Monument<br>Realty                              | 1700 K Street, Nw<br>Suite 600               |                                           | Washington    | DC    | 20006      |
| 6807   | Knoxville Surplus<br>(Former Store #00807)              | 2936 Knoxville<br>Center Drive | Prime Lease        | Knoxville Center<br>Mall     | Spg Tennessee, L.P.                     | C/O Simon Property<br>Group                         | 225 W. Washington<br>Street                  |                                           | Indianapolis  | IN    | 46204-3438 |
| 6861   | Montgomery Surplus<br>(Former Store #00860)<br>(S/L)    | 3987 Eastern<br>Boulevard      | Prime Lease        | Montgomery Towne<br>Center   | Montgomery Towne<br>Center Station, Inc | Attn: R. Mark<br>Addy, Coo                          | 11501 Northlake<br>Drive                     |                                           | Cincinnati    | OH    | 45249      |
| 6899   | Louisville Surplus<br>(Former Music Dc<br>#00899) (S/L) | 7100 Global Drive              | Prime Lease        |                              | Bond C.C. Iv Delaware<br>Business Trust | C/O Bond C.C.,<br>L.P.                              | 2901 Butterfield<br>Road                     |                                           | Oak Brook     | IL    | 60521      |
| 6954   | Nashville Ss Relo<br>Lease                              | 1647 Gallatin Road,<br>North   | Prime Lease        | Rivergate Shopping<br>Center | Rivergate Station<br>Shopping Center Lp | C/O Kimco Realty<br>Corp                            | P. O. Box 5020                               |                                           | New Hyde Park | NY    | 11042      |
| 6954   | Sam Ash<br>Pennsylvania, Inc.                           | 1647 Gallatin Road,<br>North   | Sublease           |                              | Sam Ash Megastores,<br>Llc              | Attn: David C. Ash                                  | P.O. Box 9047                                |                                           | Hicksville    | NY    | 11802      |

EXHIBIT A

| LOC. # | NAME                                                | ADDRESS                            | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME             | LANDLORD/<br>SUBTENANT<br>ADDRESS    | ADDR 1                       | ADDR 2                   | ADDR 3                    | CITY               | STATE | ZIP        |
|--------|-----------------------------------------------------|------------------------------------|--------------------|-------------------------------------|--------------------------------------|------------------------------|--------------------------|---------------------------|--------------------|-------|------------|
| 6988   | Carmel Surplus<br>(Former Store #03535)             | 14455 Clay Terrace Boulevard       | Prime Lease        | Clay Terrace Shopping Center        | Clay Terrace Partners, Llc           | C/O Simon Property Group, Lp | 115 W. Washington Street |                           | Indianapolis       | IN    | 46204      |
| 6989   | San Angelo Surplus<br>(Former Store #03573)         | 4351 West Houston Harte Expressway | Prime Lease        | San Angelo Town Center Sc           | Scc San Angelo Partners, Ltd         | 301 Congress Ave             | Suite 1550               |                           | Austin             | TX    | 78746      |
| 6990   | East Northport Surplus<br>(Former Store #03553)     | 3083-87 Jericho Turnpike           | Prime Lease        | Stop N' Shop East Northport         | Stop & Shop Supermarket Company, Llc | 1385 Hancock Street          |                          |                           | Quincy             | MA    | 02169      |
| 6992   | Timonium Surplus<br>(Former Store #00826)           | 130 West Ridgely Road              | Prime Lease        | Lutherville Station Shopping Center | Hri/Lutherville Station, Llc         | C/O The Hutensky Group       | 100 Constitution Plaza   | Seventh Floor             | Hartford           | CT    | 06103-1703 |
| 6993   | Burlington Surplus<br>(Former #02002 Connect Store) | 6 Wayside Road; Space 6Q           | Prime Lease        | Wayside Commons                     | Wayside Commons Investors Llc        | C/O Ubs Realty Investors Llc | Attn: Asset Manager      | 242 Trumbull Street       | Hartford           | CT    | 06103      |
| 6994   | Medford Surplus<br>(Former #02001 Connect Store)    | 65 Station Landing                 | Prime Lease        | Station Landing                     | Station Landing, Llc                 | C/O National Development     | 2310 Washington Street   | Attn: John J. O'Neil, Iii | Newton Lower Falls | MA    | 02462      |

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Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
CIRCUIT CITY STORES, INC., : Case No. 08-  
et al., :  
Debtors. : Jointly Administered  
- - - - - :  
x

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 365(a)  
AND 554 AND FED. R. BANKR. P. 6006 AUTHORIZING  
REJECTION OF UNEXPIRED LEASES OF NONRESIDENTIAL  
REAL PROPERTY AND ABANDONMENT OF PERSONAL PROPERTY  
EFFECTIVE AS OF THE PETITION DATE**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for an order pursuant to Bankruptcy Code sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006, authorizing the Debtors (i) to reject certain unexpired leases of nonresidential real property, including any amendments or modifications thereto (collectively, the "Leases") for the locations listed on Exhibit A hereto (the "Premises") and any guaranties thereof, effective as of the petition date (the "Rejection Date") and (ii) to abandon any equipment, furniture, or fixtures located at the Premises on the Rejection Date; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon;

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED

2. The Leases and any guaranties thereof are hereby rejected effective as of the Petition Date. Any subleases associated with the Leases or the Premises are hereby rejected effective as of the Petition Date.

Nothing in this paragraph 2 shall preclude a Landlord from seeking rejection damages against a guarantor of a rejected guaranty, in addition to such Landlord's right to seek lease rejection damages.

3. Pursuant to Bankruptcy Code section 554, the Debtors are authorized to abandon any and all furniture, fixtures, equipment, inventory and/or any other personal property ("Abandoned Property") located at the Premises, and such Abandoned Property is deemed abandoned, on the Rejection Date to the Landlords, and the Landlords may, in their sole discretion and without further notice, dispose of such Abandoned Property without liability to the Debtors or any third parties claiming an interest in such Abandoned Property.

4. All Landlords seeking to object to the relief requested in this Motion must file such objection and service it upon counsel for the Debtors so as to be actually received on or before \_\_\_\_\_, 2008 at 4:00 p.m. (Eastern) (the "Objection Deadline").

5. If a Landlord Objection is not filed and actually received on or before the Objection Deadline, this Order shall automatically become final and non-appealable.

6. In the event that one or more Landlord Objections are filed, the Hearing on such objections shall be held \_\_\_\_\_.

7. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

8. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
November 10, 2008

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley  
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Proposed Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley

**EXHIBIT A**

**List of Leases**

EXHIBIT A

| LOC. #                      | NAME                                                     | ADDRESS                    | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME          | LANDLORD/<br>SUBTENANT<br>ADDRESS    | ADDR 1                                       | ADDR 2                                | ADDR 3    | CITY          | STATE | ZIP        |
|-----------------------------|----------------------------------------------------------|----------------------------|--------------------|----------------------------------|--------------------------------------|----------------------------------------------|---------------------------------------|-----------|---------------|-------|------------|
| 6001<br>(S/L)               | Syracuse Sublease<br>(Former 1115 Service)               | 7351 Round Pond<br>Road    | Prime Lease        | North Syracuse                   | Wee 97G-Syracuse<br>Investment Trust | C/O David M. Van<br>Driel                    | 6032 Dudley Court                     |           | Arvada        | CO    | 80004      |
| 6022<br>(00208/00043) (S/L) | Miami Sublease<br>(Former Dist/Hd                        | 3245-B Meridian<br>Parkway | Prime Lease        |                                  | Lexington Lion Weston<br>I Lp        | C/O Md Hodges,<br>And Ing Clarion<br>Company | 3350 Riverwood<br>Parkway, Suite 850  |           | Atlanta       | GA    | 30339      |
| 6022                        | Quantum Fine<br>Casework , Inc.                          | 3245-B Meridian<br>Parkway | Sublease           |                                  | Quantum Fine<br>Casework, Inc.       | 3245 Meridian<br>Parkway                     | Attn: Jeff McGovern                   |           | Weston        | FL    | 33331      |
| 6027<br>(S/L)               | Chicago Sublease<br>(Former 226 Dist./59<br>Serv.) (S/L) | 6300-B Muirfield<br>Drive  | Prime Lease        | Turnberry Lakes<br>Business Ctr. | Circuit Distribution -<br>Illinois   | C/O Cardinal<br>Capital Partners,<br>Inc.    | 8214 Westchester<br>Drive             | 9Th Floor | Dallas        | TX    | 75225-5520 |
| 6027                        | Ge Transportation<br>Systems                             | 6300-B Muirfield<br>Drive  | Sublease           |                                  | Ge Transporation<br>Systems          | 2901 Eastlake Road                           | Chief Financial<br>Officer, Bldg 14-5 |           | Erie          | PA    | 16531      |
| 6028<br>(S/L)               | Chehalis Sublease<br>(Former 367 Dist.)                  | 208 Maurin Road            | Prime Lease        |                                  | Chehalis Hawaii<br>Partners, Llc     | C/O Kurisu &<br>Fergus                       | 1000 Bishop Street,<br>Suite 310      |           | Honolulu      | HI    | 96813      |
| 6028                        | Dhl Express, Inc.                                        | 208 Maurin Road            | Sublease           |                                  | Dhl Global Business<br>Services      | 1200 S. Pine Island<br>Road                  | Suite 500                             |           | Plantation    | FL    | 33324      |
| 6030<br>(S/L)               | Des Moines Sublease<br>(Former 885 Dist.)                | 1010 S.E. 54Th Street      | Prime Lease        |                                  | Cc - Investors 1996-17               | C/O Cardinal<br>Capital Partners,<br>Inc.    | 8214 Westchester<br>Drive, 9Th Floor  |           | Dallas        | TX    | 75225      |
| 6030                        | Remington Seeds                                          | 1010 S.E. 54Th Street      | Sublease           |                                  | Remington Seeds, Llc                 | Attn: Steve<br>Hageman                       | 4746 West Us<br>Highway 24            | Po Box 9  | Remington     | IN    | 47977      |
| 6044<br>#01601) (S/L)       | Fredericksburg Ss<br>Relo (Former Store                  | 3061 Plank Road            | Prime Lease        |                                  | Tam Stockton, Llc                    | C/O Sansome<br>Pacific Properties            | 500 Washington<br>Street Suuite 475   |           | San Francisco | CA    | 94111      |
| 6044                        | Dollar Tree Stores,<br>Inc. (Store #630)                 | 3061 Plank Road            | Sublease           |                                  | Dollar Tree Stores, Inc.             | 500 Volvo Parkway                            | Attn: Real Estate                     |           | Chesapeake    | VA    | 23320      |
| 6049                        | Detroit Sublease<br>(Former #1117<br>Service/Hd)         | 7171 Haggerty Road         | Prime Lease        |                                  | Carrollton Arms                      | C/O Bob Paciocco                             | 1330 Goldsmith                        |           | Plymouth      | MI    | 48170      |
| 6051<br>#03127)             | Gurnee Mills Ss Relo<br>(S/L) (Former Store              | 6609 Grand Avenue          | Prime Lease        | Grand Hunt Shopping<br>Center    | Olp 6609 Grand Llc                   | C/O One Liberty<br>Properties, Inc.          | 60 Cutter Mill Road                   | Suite 303 | Great Neck    | NY    | 11021      |
| 6051                        | La-Z-Boy Showcase<br>Shoppes, Inc.                       | 6609 Grand Avenue          | Sublease           |                                  | La-Z-Boy Showcase<br>Shoppes         | 724 Hoffman Street                           |                                       |           | Hammond       | IN    | 46327      |

EXHIBIT A

| LOC. # | NAME                                                   | ADDRESS                               | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME  | LANDLORD/<br>SUBTENANT<br>ADDRESS | ADDR 1                           | ADDR 2                          | ADDR 3                                    | CITY         | STATE | ZIP        |
|--------|--------------------------------------------------------|---------------------------------------|--------------------|--------------------------|-----------------------------------|----------------------------------|---------------------------------|-------------------------------------------|--------------|-------|------------|
| 6053   | El Paso East Ss Relo<br>(Former Store #04508)          | 1145 Westmoreland Drive               | Prime Lease        |                          | Sullivan Crosby Trust             | 2851 Jacks Valley Road           |                                 | Sullivan,<br>M. W. &<br>Kathryn<br>Crosby | Genoa        | NV    | 89411      |
| 6053   | Salom Sons Inc.                                        | 1145 Westmoreland Drive               | Sublease           |                          | Salom Sons, Inc.                  | Caa Bella, 500 Zaeagosa, Suite K | Attn: Martha Salom              |                                           | El Paso      | TX    | 79907      |
| 6054   | Cherry Hill Ss Relo<br>(Former Store #00734)           | 2128 Route 38                         | Prime Lease        |                          | Silverstein - Trustee,<br>Raymond | The Goodman Group                | 131A Gaither Drive              |                                           | Mt. Laurel   | NJ    | 08054      |
| 6057   | Columbus Ss Relo<br>(Former Store #03200)<br>(S/L)     | 3001 Airport Throughway               | Prime Lease        |                          | Circuit Investors #2 Ltd.         | C/O Robert Balogh                | 777 Arthur Godfrey Road, #400   |                                           | Miami Beach  | FL    | 33140      |
| 6057   | Restoration Ministries                                 | 3001 Airport Throughway               | Sublease           |                          | Restoration Ministries            | 4105 Beallwood Avenue            |                                 |                                           | Columbus     | GA    | 31904      |
| 6102   | Fairfax Surplus<br>(Former Store #03102)               | 11220 James Swart Circle              | Prime Lease        | Fairfax Court            | Fairfax Court Lp                  | C/O Simon Property Group         | 225 W. Washington Street        |                                           | Indianapolis | IN    | 46204-3438 |
| 6112   | Kileen Mini-Ss (S/L)<br>Surplus (Former Store #1612)   | 2500 E. Central Texas Expwy., Suite C | Prime Lease        | Cielo Vista S.C.         | Bc Portland Partners, Inc.        | 675 Third Ave.                   | Attn: Arthur Walker             |                                           | New York     | NY    | 10017      |
| 6112   | Wired Management,<br>Llc                               | 2500 E. Central Texas Expwy., Suite C | Sublease           |                          | Wired Management, Llc             | Attn: Real Estate                | 1033 South Fort Hood Street     |                                           | Killeen      | TX    | 76541      |
| 6133   | Darien Surplus<br>(Former Store #03116)                | 2157 75Th Street                      | Prime Lease        | Darien Towne Center      | Inland Us Management, Llc         | 13068 Collections Center Drive   | Darien Town Center              |                                           | Chicago      | IL    | 60693-0130 |
| 6157   | Henrietta Ss Surplus<br>(Former Store # 3155)          | 1575 Marketplace Drive                | Prime Lease        | Marketplace Center       | Southwind Ltd.                    | 5900 Wilshire Blvd.              | Suite 1425                      |                                           | Los Angeles  | CA    | 90036      |
| 6178   | North Randall Surplus<br>(Former Store #03178)         | 21639 Miles Road                      | Prime Lease        | Village Of North Randall | Sonnet Investments, Llc           | C/O Terra Enterprises, Inc.      | 11812 San Vicente Blvd, Ste 510 |                                           | Los Angeles  | CA    | 90049      |
| 6191   | Indianapolis Surplus<br>(Former Store #03190)<br>(S/L) | 3670 Moller Road                      | Prime Lease        |                          | Cc Indianapolis 98, L.L.C.        | C/O Lucknow Associates           | 4025 Crooked Hill Road          |                                           | Harrisburg   | PA    | 17110      |

EXHIBIT A

| LOC. # | NAME                                                         | ADDRESS                           | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME         | LANDLORD/<br>SUBTENANT<br>ADDRESS                | ADDR 1                             | ADDR 2                          | ADDR 3                        | CITY           | STATE | ZIP   |
|--------|--------------------------------------------------------------|-----------------------------------|--------------------|---------------------------------|--------------------------------------------------|------------------------------------|---------------------------------|-------------------------------|----------------|-------|-------|
| 6201   | Melbourne Surplus<br>(Former Store #04201)                   | 2730 W. New Haven Avenue          | Prime Lease        |                                 | Leben, Robert L. & Mary C.                       | 1700 West Pioneer Road             |                                 |                               | Cedarburg      | WI    | 53012 |
| 6201   | Topline Appliance Depot, Inc.                                | 2730 W. New Haven Avenue          | Sublease           |                                 | Topline Appliance Depot, Inc.                    | Mr. Chris Barnas, General Manager  | 965 N Cocoa Boulevard           |                               | Cocoa          | FL    | 32922 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6214   | Evergreen Park Surplus (Former Store #03114)                 | 9600 South Western Avenue         | Prime Lease        | Evergreen Plaza Shopping Center | Provo Group, The, As Agent For                   | Evergreen Plaza Associates Lp      | 9730 S. Western Ave., Ste. 418  |                               | Evergreen Park | IL    | 60642 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6232   | Matteson Surplus (Former Store #03132)<br>(S/L)              | 4818 Southwick Drive              | Prime Lease        | Southwick Corporate Park        | Circuit II Corporation                           | C/O Sigmund Sommer Properties      | 280 Park Avenue                 |                               | New York       | NY    | 10017 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6242   | Wichita Surplus (Former Store #03239)<br>(S/L)               | 8401 East Kellogg Street          | Prime Lease        |                                 | Cc-Investors 1997-2                              | C/O Bill Anest                     | 31366 North Highway 45          |                               | Libertyville   | IL    | 60048 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6253   | Sacramento Surplus (Former Store #00252)                     | 1874 Arden Way                    | Prime Lease        | Point West Plaza                | Point West Investors Ii                          | C/O Buckeye Pacific Investors      | 201 Hoffman Avenue              |                               | Monterey       | CA    | 93940 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6257   | Brunswick Surplus (Former Store #03256)                      | 114 Golden Isles Plaza, Suite 137 | Prime Lease        | Golden Isles Plaza S. C.        | Kolo Enterprises                                 | C/O The Shopping Center Group, Llc | 3101 Towecreek Pkwy., Suite 200 |                               | Atlanta        | GA    | 30339 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6261   | Louisville Surplus (Former 361/80 Dist/Supply/Serv)<br>(S/L) | 7300-A & B Intermodal Drive       | Prime Lease        |                                 | Hollingsworth Capital Partners - Intermodal, Llc | Two Centre Plaza                   |                                 |                               | Clinton        | TN    | 37716 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6274   | Jackson Surplus (Former Store #03275)<br>(S/L)               | 1938 Emporium Drive               | Prime Lease        | Jackson Towne Center            | Cc Jackson 98 Llc                                | C/O Lucknow Associates             | 4025 Crooked Hill Road          |                               | Harrisburg     | PA    | 17110 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6275   | Bannister Ss Main Lease (Former Store #03209)                | 9251 Hillcrest Road               | Prime Lease        | Benjamin Plaza Shopping Center  | Kc Benjamin Realty Llc                           | C/O Sandor Development Company     | 2220 North Meridian Street      |                               | Indianapolis   | IN    | 46208 |
|        |                                                              |                                   |                    |                                 |                                                  |                                    |                                 |                               |                |       |       |
| 6282   | Tempe Ss Relo (Former Store #03330)                          | 1270 West Elliott Road            | Prime Lease        | Groves Power Center             | Pacific Castle Groves Llc                        | 2601 Main Street                   | Suite 900                       | C/O Pacific Castle Management | Irvine         | CA    | 92614 |

EXHIBIT A

| LOC. # | NAME                                                     | ADDRESS                           | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME         | LANDLORD/<br>SUBTENANT<br>ADDRESS        | ADDR 1                                        | ADDR 2                              | ADDR 3              | CITY              | STATE | ZIP        |
|--------|----------------------------------------------------------|-----------------------------------|--------------------|---------------------------------|------------------------------------------|-----------------------------------------------|-------------------------------------|---------------------|-------------------|-------|------------|
| 6282   | Mor Furniture For Less (Az)                              | 1270 West Elliott Road            | Sublease           |                                 | Mor Furniture For Less                   | 1270 West Elliott Road                        |                                     |                     | Tempe             | AZ    | 85284-1100 |
| 6289   | Southpark Ss Relo (Former Store #03106) (S/L)            | 1823 Southpark Boulevard          | Prime Lease        | Southpark Mall                  | Cc Colonial Trust                        | C/O Paragon Affiliates, Inc.                  | One Paragon Dr., Ste 145            |                     | Montvale          | NJ    | 07645      |
| 6292   | Meriden Sublease (Former 1119 Service/Hd) (S/L)          | 1020 Research Parkway             | Prime Lease        |                                 | Paige Exchange Corp.                     | 3205 Underhill Place                          |                                     |                     | Bend              | OR    | 97701      |
| 6292   | Homans Associates, Inc.                                  | 1020 Research Parkway             | Sublease           |                                 | Homans Associates, Inc.                  | 250 Ballardvale Street                        | P.O. Box 694                        |                     | Wilmington        | MA    | 01887      |
| 6294   | Tuscaloosa Surplus (Former Store #03291)                 | 2600 Mcfarland Blvd East, Suite J | Prime Lease        | Mcfarland Plaza Shopping Center | Ddrtc Mcfarland Plaza, Llc               | C/O Developers Diversified Realty Corporation | 3300 Enterprise Parkway             |                     | Beachwood         | OH    | 44122      |
| 6301   | Bakersfield, Ca Main Lease                               | 2204 Wible Road                   | Prime Lease        |                                 | Oates, Marvin L.                         | 960 Fulton Avenue, Suite 100                  | C/O Oates Investments, Inc.         |                     | Sacramento        | CA    | 95828      |
| 6301   | Mor Furniture For Less, Inc.                             | 2204 Wible Road                   | Sublease           |                                 | Waterbed Emporium Of Ca                  | 8996 Miramar Road, #360                       |                                     |                     | San Diego         | CA    | 92126      |
| 6324   | Salem Surplus (Former Store #03314) (S/L)                | 435 Lancaster Drive               | Prime Lease        |                                 | Cci Trust 1994-I; Lloyd Draper - Trustee | C/O Wilmington Trust Company                  | 1100 North Market Street            | Rodney Square North | Wilmington        | DE    | 19890-0001 |
| 6336   | Winston-Salem Billboard                                  | 1612 South Stratford Road         | Prime Lease        |                                 | Kroustalis Investments                   | Attn: Jimmy Kroustalis                        | 131 Milnor Place                    |                     | Winston-Salem     | NC    | 27104      |
| 6336   | ** 2 Landlords                                           |                                   |                    |                                 |                                          |                                               |                                     |                     |                   |       |            |
| 6336   | Fabri Centers Of America, Inc. (Billboard)               | 1612 South Stratford Road         | Sublease           |                                 | Fabri-Centers Of America, Inc.           | 5555 Darrow Road                              | Attn: Vice President, Corp. Finance |                     | Hudson            | OH    | 44236      |
| 6345   | Dallas Surplus (Former Store 509 & Ofc. 9240/0067) (S/L) | 5955 Alpha Road                   | Prime Lease        |                                 | Ar Investments, L.P.                     | C/O Terra Enterprises, Inc.                   | 11812 San Vicente Blvd., Suite 510  |                     | Los Angeles       | CA    | 90049      |
| 6345   | Entertainmart                                            | 5955 Alpha Road                   | Sublease           |                                 | Entertainmart-Preston Rd, Llc            | Attn: Mark Kane                               | 6515 Pemberton Drive                |                     | Dallas            | TX    | 75230      |
| 6510   | Edwin Watts Golf Shops, Inc.                             | 5955 Alpha Road                   | Sublease           |                                 | Edwin Watts Golf Shop                    | 20 Hill Avenue                                | Attn: Ronnie Watts                  |                     | Fort Walton Beach | FL    | 32549      |
| 6511   | Dan'S Big & Tall Shop, Inc.                              | 5957 Alpha Road                   | Sublease           |                                 | Dan'S Big & Tall Shop, Inc.              | 7275 Envoy Ct                                 |                                     |                     | Dallas            | TX    | 75247      |
| 6512   | Great Golf, Inc.                                         | 5955 Alpha Road, Suite 100        | Sublease           |                                 | Great Golf, Inc.                         | 3110 Thomas Avenue, Suite 333                 | Attn: Marc Fagan                    |                     | Dallas            | TX    | 75204      |

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| LOC. #        | NAME                                          | ADDRESS                         | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME    | LANDLORD/<br>SUBTENANT<br>ADDRESS        | ADDR 1                          | ADDR 2                                | ADDR 3              | CITY         | STATE | ZIP        |
|---------------|-----------------------------------------------|---------------------------------|--------------------|----------------------------|------------------------------------------|---------------------------------|---------------------------------------|---------------------|--------------|-------|------------|
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6359          | Deptford Surplus<br>(Former Store #00537)     | 1500 Almonesson Road            | Prime Lease        | The Court At Deptford      | Almonesson Associates, L.P.              | C/O The Goldenberg Group        | 350 Sentry Pkwy., Bldg. 630, Ste. 300 |                     | Blue Bell    | PA    | 19422-2316 |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6360<br>(S/L) | Greensboro Surplus<br>(Former Store #00820)   | 1314 Bridford Parkway           | Prime Lease        | Landmark Crossing S.C.     | Dmc Properties, Inc.                     | 415 Minuet Lane                 | Suite F                               |                     | Charlotte    | NC    | 28217      |
| 6360          | Peak Pl Holdings, Llc                         | 1314 Bridford Parkway           | Sublease           | Landmark Crossing S.C.     | Peak Pl Holdings, Llc                    | 15806 Brookway Drive            | Suite 400                             |                     | Huntersville | NC    | 28078      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6361          | Landover Surplus<br>(Former Store #00824)     | 8503 Landover Road              | Prime Lease        | Landover Crossing S.C.     | 5035 Associates, L.P.                    | C/O Rivercrest Realty Investors | 8816 Six Forks Rd - Ste 201           |                     | Raleigh      | NC    | 27615      |
| 6361          | Mall Of Decoration,<br>Inc.                   | 8503 Landover Road              | Sublease           |                            | Mall Of Decoration, Inc.                 | 8503 Landover Road              |                                       |                     | Landover     | MD    | 20785      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6364          | Rocky Mount Surplus<br>(Former Store #03244)  | 750 Sutters Creek Boulevard     | Prime Lease        | Rocky Mount Towne Center   | Alliance - Rocky Mount, L.L.C.           | Attn: Connie Cluderay           | 6100 Fairview Road, Suite 350         |                     | Charlotte    | NC    | 28210      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6365<br>(S/L) | Wilkes-Barre Surplus<br>(Former Store #04106) | 540 Kidder Street               | Prime Lease        |                            | Bpp-Wb, L.L.C.                           | C/O Saunders Hotel Group        | 240 Newbury Street                    | Third Floor         | Boston       | MA    | 02116      |
| 6365          | Eynon Furniture<br>Outlet, Inc.               | 540 Kidder Street               | Sublease           |                            | Eynon Furniture Outlet, Inc.             | Attn: Real Estate Depart        | 101 Monahan Avenue                    |                     | Dunmore      | PA    | 18512      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6366<br>(S/L) | Lewisville Surplus<br>(Former Store #04502)   | 2325 S. Stemmons Pkwy.Suite 104 | Prime Lease        | Vista Ridge Village Sc     | Cci Trust 1994-I; Lloyd Draper - Trustee | C/O Wilmington Trust Company    | 1100 North Market Street              | Rodney Square North | Wilmington   | DE    | 19890-0001 |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6372          | Gastonia Surplus<br>(Former Store #00831)     | 1875 Remount Road               | Prime Lease        | Northridge Shopping Center | Remount Road Associates, L.P.            | Attn: President                 | C/O Lmg Properties, Inc.              | 5815 Westpark Drive | Charlotte    | NC    | 28217      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |
| 6373<br>(S/L) | Winchester Surplus<br>(Former Store #01609)   | 2173 South Pleasant Valley Road | Prime Lease        |                            | Southland Investors, L.P.                | 2 North Riverside Plaza         | Suite 600                             |                     | Chicago      | IL    | 60606      |
| 6373          | Winchester Fun<br>Expedition Corp.            | 2173 South Pleasant Valley Road | Sublease           |                            | Winchester Fun Expedition Corp           | Attn: Eric Burstock, Pres.      | 2173 South Pleasant Valley Road       |                     | Winchester   | VA    | 22601      |
|               |                                               |                                 |                    |                            |                                          |                                 |                                       |                     |              |       |            |

EXHIBIT A

| LOC. # | NAME                                                    | ADDRESS                       | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME        | LANDLORD/<br>SUBTENANT<br>ADDRESS          | ADDR 1                                        | ADDR 2                       | ADDR 3          | CITY            | STATE | ZIP        |
|--------|---------------------------------------------------------|-------------------------------|--------------------|--------------------------------|--------------------------------------------|-----------------------------------------------|------------------------------|-----------------|-----------------|-------|------------|
| 6377   | N. Richland Hills Surplus (Former Store #03505) (S/L)   | 8701 Airport Freeway          | Prime Lease        |                                | Circuit Tex Property Investors L.P.        | C/O Immobilien Verwaltung GmbH                | Augustenstr. 14A - 5Th Floor |                 | D-80333 Munchen |       |            |
| 6377   | Golfsmith International, L.P. #71                       | 8701 Airport Freeway          | Sublease           |                                | Golfsmith International, L.P.              | 11000 North 1H 35                             | Attn: Real Estate            |                 | Austin          | TX    | 78753      |
| 6379   | Highland Surplus (Former Store #03625)                  | 10323 Indianapolis Blvd.      | Prime Lease        | Highland Grove Shopping Center | Ddr Highland Grove Llc                     | C/O Developers Diversified Realty Corporation | 3300 Enterprise Parkway      | P.O. Box 228042 | Beachwood       | OH    | 44122-7249 |
| 6381   | Johnstown Surplus (Former Store #03746) (S/L)           | 626 Gallaria Drive            | Prime Lease        | Johnstown Galleria             | Millstein Industries, L.L.C.               | 322 Armbrust Road                             | 2Nd Floor                    |                 | Youngwood       | PA    | 15697      |
| 6384   | Shreveport Surplus (Former Store #03238) (S/L)          | 8100 Jump Run Road            | Prime Lease        | Walmart Center                 | Harold And Lucille Chaffee Trust           | 8816 Natalie Ave. N.E.                        | Haraold D. Chaffee Trustee   |                 | Albuquerque     | NM    | 87111      |
| 6385   | Niles Surplus (Former Store #03626) (S/L)               | 5100 Youngstown Warren Road   | Prime Lease        |                                | Wec 96D Niles Investment Trust             | 6750 Lbj Freeway                              | Suite 1100                   |                 | Dallas          | TX    | 75240      |
| 6111   | <b>Dollar General Corporation</b>                       | 5130 Youngstown Warren Road   | Sublease           |                                | Dollar General Corporation                 | 100 Mission Ridge                             | Store #4768                  |                 | Goodlettsville  | TN    | 37072-2170 |
| 6522   | <b>Schiavone, Daniel P. &amp; Deborah A. (Cam Only)</b> | 5150 Youngstown Warren Road   | Sublease           |                                | Daniel And Deborah Schiavone               | 1309 Valley View Lane                         |                              |                 | Youngstown      | OH    | 44512-3750 |
| 6390   | Rancho Cucamonga Surplus (Former Store #03311)          | 12489 Foothill Boulevard      | Prime Lease        | Foothill Marketplace           | Kimco Pk Llc                               | Pk Sale Llc                                   | 3333 New Hyde Park Road      | Suite 100       | New Hyde Park   | NY    | 00142      |
| 6399   | Lynchburg Surplus (Former Store #00399)                 | 3700 Candlers Mountain Rd     | Prime Lease        | Candler'S Station S.C.         | Developers Deiversified Realty Corporation | 3300 Enterprise Parkway                       | Po Box 228042                |                 | Beachwood       | OH    | 44122      |
| 6417   | Beaumont Surplus (Former Store #03517)                  | 6490 Eastex Freeway (Hwy. 69) | Prime Lease        | Parkdale Village Sc            | Parkdale Village Lp                        | C/O Cb Richard Ellis, Inc.                    | 1880 S. Dairy Ashford        | Suite 106       | Houston         | TX    | 77077      |
| 6438   | Houston/Almeda Surplus (Former Store #00538) (S/L)      | 9950 Kleckley Road            | Prime Lease        |                                | Watkins Houston Investments, L.P.          | 751 Champagne Road                            |                              |                 | Incline Village | NV    | 89451      |

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| LOC. # | NAME                                                            | ADDRESS                      | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME       | LANDLORD/<br>SUBTENANT<br>ADDRESS        | ADDR 1                                                 | ADDR 2                                | ADDR 3                     | CITY             | STATE | ZIP   |
|--------|-----------------------------------------------------------------|------------------------------|--------------------|-------------------------------|------------------------------------------|--------------------------------------------------------|---------------------------------------|----------------------------|------------------|-------|-------|
| 6464   | Lancaster Ss Relo<br>(Former Store #00411)                      | 44600 Valley Central Way     | Prime Lease        |                               | Rvip Valley Central Lp                   | 3300 Enterprise Parkway                                |                                       |                            | Beachwood        | OH    | 44122 |
| 6467   | Duncanville Ss Relo<br>(Former Store #00569)<br>(S/L)           | 667 N. Cockrell Hill Road    | Prime Lease        |                               | Circuit Investors #2 Ltd.                | C/O Robert Balogh                                      | 777 Arthur Godfrey Road, #400         |                            | Miami Beach      | FL    | 33140 |
| 6467   | K&G Men'S Company, Inc.                                         | 667 N. Cockrell Hill Road    | Sublease           |                               | K&G Men'S Company, Inc.                  | 1225 Chattahoochee Avenue, Nw                          | Attn: Executive Offices               |                            | Atlanta          | GA    | 30318 |
| 6478   | Cleveland Sublease<br>(Former Serv/Hd 0096<br>Attach 6280/6281) | 6400 West Snowville Road, #1 | Prime Lease        | Snowville Business Centre I/I | Fogg-Snowville, L.L.C.                   | 981 Keynote Circle:                                    | Suite 15                              |                            | Brooklyn Heights | OH    | 44131 |
| 6478   | Sky Bank                                                        | 6400 West Snowville Road, #1 | Sublease           | Snowville Business Centre I/I | Sky Bank / The Huntington National Bank  | Corporate Real Estate - Lease Admin.                   | 37 West Broad Street, Hp1097          |                            | Columbus         | OH    | 43215 |
| 6480   | Richmond Sublease<br>(Former Service Center #0091)              | 8080 Villa Park Drive        | Prime Lease        | Villa Park Ii                 | Ck Richmond Business Services #2, L.L.C. | C/O Brandywine Realty Trust                            | 300 Arboretum Place, Suite 260        |                            | Richmond         | VA    | 23236 |
| 6480   | North South Partners,<br>Llc                                    | 8080 Villa Park Drive        | Sublease           | Villa Park Ii                 | North South Partners, Llc                | 2601 Floyd Avenue                                      | Attn: Real Estate                     |                            | Richmond         | VA    | 23220 |
| 6492   | Tampa Sublease<br>(Former 00058<br>Serv/Hd)                     | 3401 Queen Palm Drive        | Prime Lease        | Sabal Distribution Center     | Rreef America Reit Ii Corp Vvv           | Rreef Management Company                               | 601 South Lake Destiny Road           | Suite 190                  | Maitland         | FL    | 32751 |
| 6492   | Hughes Mro, Ltd.                                                | 3401 Queen Palm Drive        | Sublease           | Sabal Distribution Center     | Hughes Mro, Ltd.                         | C/O Hd Supply, Inc.                                    | Attn: Real Estate/Property Management | 10641 Scripps Summit Court | San Diego        | CA    | 92131 |
| 6500   | Dallas Surplus<br>(Former Store #00509)                         | 13838 Dallas Parkway         | Prime Lease        | Alpha Parkway Plaza S.C.      | Galleria Plaza, Ltd.                     | 2001 Preston Road                                      |                                       |                            | Plano            | TX    | 75093 |
| 6500   | Dick'S Sporting Goods, Inc. A<br>Delaware Corp.                 | 13838 Dallas Parkway         | Sublease           | Alpha Parkway Plaza S.C.      | Dick'S Sporting Goods, Inc.              | Attn: Senior Vice President, Real Estate & Development | And Legal Department                  | 300 Industry Drive         | Pittsburgh       | PA    | 15275 |
| 6524   | Lakeshore Learning Materials                                    | 13846 N. Dallas Parkway      | Sublease           |                               | Lakeshore Equipment Co.                  | 2695 E. Dominguez Street                               | P.O. Box 6261                         |                            | Carson           | CA    | 90895 |

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| LOC. #     | NAME                                                               | ADDRESS                   | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME           | LANDLORD/<br>SUBTENANT<br>ADDRESS                                 | ADDR 1                            | ADDR 2                                | ADDR 3                                                            | CITY               | STATE | ZIP   |
|------------|--------------------------------------------------------------------|---------------------------|--------------------|-----------------------------------|-------------------------------------------------------------------|-----------------------------------|---------------------------------------|-------------------------------------------------------------------|--------------------|-------|-------|
| 6502 (S/L) | Midwest City<br>(Heritage) Main Lease                              | 6830 East Reno<br>Avenue  | Prime Lease        | Heritage Park Mall                | Circuit Okla Property<br>Investor                                 | C/O Immobilien<br>Verwaltung GmbH | Augustenstr. 14A -<br>5Th Floor       |                                                                   | D-80333<br>Munchen |       |       |
| 6502       | Oklahoma Goodwill<br>Industries, Inc.                              | 6830 East Reno<br>Avenue  | Sublease           |                                   | Oklahoma Goodwill<br>Industries, Inc.                             | 410 Sw 3Rd                        |                                       |                                                                   | Oklahoma City      | OK    | 73109 |
| 6507       | Se Truong & Ly<br>Truong                                           | 6830 East Reno<br>Avenue  | Sublease           |                                   | Se Truong & Ly<br>Truong                                          | 5640 Greenview<br>Drive           |                                       |                                                                   | Oklahoma City      | OK    | 73135 |
| 6509       | Eyecare Discount<br>Optical, Inc. (Eyemart<br>Express)             | 6824 East Reno<br>Avenue  | Sublease           | Heritage Park Mall                | Eyecare Discount<br>Optical Inc.                                  | Attn: Bette Madore                | 400 S. Vermont<br>#125                |                                                                   | Oklahoma City      | OK    | 73108 |
| 6533       | Windcrest Surplus<br>(Former Store #03503)                         | 8540 Four Winds<br>Drive  | Prime Lease        | Windsor Park Centre               | Whitestone Reit                                                   | 2600 S Gessner<br>Road            | Suite 500                             |                                                                   | Houston            | TX    | 77063 |
| 6548       | Decatur Sublease<br>(Former Store #00818)                          | 4572 Memorial Drive       | Prime Lease        | Memorial Drive<br>Shopping Center | Teplis, Nathan; Dr.<br>Paul Teplis; Mrs. Belle<br>Teplis; Frank & | C/O Hendee -<br>Barnes Properties | 3280 Pointe Pkwy.,<br>Suite 2300      |                                                                   | Norcross           | GA    | 30092 |
| 6548       | New Avenues Lease<br>Ownership, Llc                                | 4572 Memorial Drive       | Sublease           | Memorial Drive<br>Shopping Center | New Avenues Lease<br>Ownership, Llc                               | Attn: Legal<br>Department         | 3440 Preston Ridge<br>Road, Suite 500 |                                                                   | Alpharetta         | GA    | 30005 |
| 6551       | Martinsville Sublease<br>(Former Store #01617)                     | 233 Commonwealth<br>Blvd. | Prime Lease        |                                   | Lester Development<br>Corporation                                 | Attn: George W.<br>Lester, Ii     | 14 E. Liberty Street                  |                                                                   | Martinsville       | VA    | 24115 |
| 6552 (S/L) | Odessa Sublease<br>(Former Store #01626)                           | 5171 East 42Nd<br>Street  | Prime Lease        |                                   | Chalek Company Llc                                                | P. O. Box 11239                   |                                       |                                                                   | Marina Del Rey     | CA    | 90295 |
| 6552       | Dollar Tree Stores,<br>Inc. - #2935                                | 5171 East 42Nd<br>Street  | Sublease           |                                   | Dollar Tree Stores, Inc.                                          | 500 Volvo Parkway                 | Ref: Dollar Tree<br>Store #2935       | Attn: Vice<br>President -<br>Real Estate<br>&<br>Constructio<br>n | Chesapeake         | VA    | 23320 |
| 6553       | Kokomo Sublease<br>(Former Store #01689)                           | 1012 S. Reed Road         | Prime Lease        |                                   | By-Pass Development<br>Company Llc                                | 2220 N. Meridan                   |                                       |                                                                   | Indianapolis       | IN    | 46208 |
| 6553       | Academy Alliance, Llc<br>(T/A Salon<br>Professionals/Spa<br>Bldrs) | 1012 S. Reed Road         | Sublease           |                                   | Academy Alliance, Llc                                             | 406 West Superior                 |                                       |                                                                   | Kokomo             | IN    | 46901 |

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| LOC. # | NAME                                                 | ADDRESS                   | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME       | LANDLORD/<br>SUBTENANT<br>ADDRESS           | ADDR 1                                        | ADDR 2                       | ADDR 3                     | CITY             | STATE | ZIP        |
|--------|------------------------------------------------------|---------------------------|--------------------|-------------------------------|---------------------------------------------|-----------------------------------------------|------------------------------|----------------------------|------------------|-------|------------|
| 6554   | Northbrook Surplus<br>(Former Store #03110)          | 127 Skokie Boulevard      | Prime Lease        | Village Square Of Northbrook  | Mid-America Asset Management                | Village Square Of Northbrook                  | One Parkview Plaza           | 9Th Floor                  | Oakbrook Terrace | IL    | 60181      |
| 6554   | Trader Joe'S East, Inc.                              | 127 Skokie Boulevard      | Sublease           | Village Square Of Northbrook  | Trader Joe'S Company                        | 800 South Shamrock Road                       | Attn: Mary Genest, Treasurer |                            | Monrovia         | CA    | 91016-6346 |
| 6558   | Fairlawn Sublease<br>(Former Store #03188)           | 2789 West Market Street   | Prime Lease        | Fairlawn Towne Center         | E&A Northeast Limited Partnership           | C/O Legal Department                          | Po Box 528                   |                            | Columbia         | SC    | 29202      |
| 6561   | Topeka Sublease<br>(Former Store #03225)             | 2040 S. W. Wanamaker Road | Prime Lease        | Wanamaker 21 Shops            | Gunning Investments, Llc                    | D/B/A Wanamaker 21 Shopping Center            | C/O Nai Nvision              | 534 S Kansas Ave, Ste 1008 | Kansas City      | MO    | 64196      |
| 6561   | Mrv Wanamaker, L.C.                                  | 2040 S. W. Wanamaker Road | Sublease           | Wanamaker 21 Shops            | Mrv Wanamaker, Lc.                          | 3501 Southwest Fairlawn Road                  | Suite 200                    |                            | Topeka           | KS    | 66614      |
| 6562   | Ft. Smith Sublease<br>(Former Store #03271)<br>(S/L) | 7601 Rogers Road          | Prime Lease        |                               | Cc Ft. Smith Investors 1998, Llc            | C/O Cardinal Capital Partners                 | 8214 Westchester Dr., 9Th Fl |                            | Dallas           | TX    | 75225      |
| 6564   | Cape Girardeau Sublease (Former Store #03765)        | 164 Siemers Drive         | Prime Lease        | Cape West Shopping Center     | Drury Land Development, Inc.                | 8315 Drury Industrial Parkway                 |                              |                            | St. Louis        | MO    | 63114      |
| 6564   | Dollar Tree Stores, Inc. (V#761)                     | 164 Siemers Drive         | Sublease           | Cape West Shopping Center     | Dollar Tree Stores, Inc.                    | 500 Volvo Parkway                             | Attn: Real Estate Dept.      |                            | Chesapeake       | VA    | 23320      |
| 6566   | Brentwood Surplus<br>(Former Store #03226)<br>(S/L)  | 8099 Moores Lane          | Prime Lease        |                               | Melville Walton Hone Trustee Of Hone Family | 3243 Blackhawk Meadow Drive                   |                              |                            | Danville         | CA    | 93506      |
| 6566   | Ashley Furniture (Pot Luck Enterprises, Inc.)        | 8099 Moores Lane          | Sublease           |                               | Pot Luck Enterprises, Inc.                  | 1400 North Illinoise Avenue, Suite 501        | Attn: Real Estate            |                            | Carbondale       | IL    | 62901      |
| 6580   | N. Olmsted Surplus<br>(Former Store #03180)          | 27250 Lorain Road         | Prime Lease        | Water Tower Square            | Water Tower Square, L.P.                    | C/O Carnegie Management And Development Corp. | 27500 Detroit Road           | #300                       | Westlake         | OH    | 44145      |
| 6589   | Hickory Surplus<br>(Former Store #00589)             | 2104 Highway #70, S.E.    | Prime Lease        | Valley Crossing Shopping Ctr. | Galileo Cmbs T2 Nc Lp                       | C/O Ert Australian Management, L.P.           | 420 Lexington Avenue         | 7Th Floor                  | New York         | NY    | 10170      |

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| LOC. #         | NAME                                                      | ADDRESS                            | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME  | LANDLORD/<br>SUBTENANT<br>ADDRESS           | ADDR 1                                               | ADDR 2                                  | ADDR 3                        | CITY          | STATE | ZIP        |
|----------------|-----------------------------------------------------------|------------------------------------|--------------------|--------------------------|---------------------------------------------|------------------------------------------------------|-----------------------------------------|-------------------------------|---------------|-------|------------|
| 6597           | Austin Surplus<br>(Former Store #00597)                   | 9333 Research Blvd.,<br>Suite A-4  | Prime Lease        | Arboretum Crossing<br>Sc | Kir Arboretum<br>Crossing L.P.              | C/O Kimco Realty<br>Corporation                      | Po Box 5020, Code<br>4986Stxao564       | 3333 New<br>Hyde Park<br>Road | New Hyde Park | NY    | 11042-0020 |
| 6605<br>(S/L)  | Harper Woods Surplus<br>(Former Store #03605)             | 20570 Kelly Road                   | Prime Lease        |                          | Cc Harper Woods 98,<br>Llc                  | C/O Lucknow<br>Associates                            | 4025 Crooked Hill<br>Road               |                               | Harrisburg    | PA    | 17110      |
| 6608           | Oklahoma City<br>Surplus (Former Store<br>#03508)         | 221 South East 74Th<br>Street      | Prime Lease        | South Shields Plaza      | South Shields #1 Ltd.                       | C/O Enterprise<br>Asset Management,<br>Inc., Manager | 521 Fifth Avenue                        | Suite 1804                    | New York      | NY    | 10175      |
| 6609           | Troy Surplus (Former<br>Store #03609)                     | 750 West 14 Mile<br>Road           | Prime Lease        | Oakland Mall             | Urbancal Oakland Ii<br>Llc                  | C/O Urban Retail<br>Properties Llc                   | 900 North Michigan<br>Avenue, Suite 900 |                               | Chicago       | IL    | 60611      |
| 6619<br>(S/L)  | Humble Surplus<br>(Former Store #03519)                   | 20465 Highway 59                   | Prime Lease        |                          | Cci Trust 1994-I; Lloyd<br>Draper - Trustee | C/O Wilmington<br>Trust Company                      | 1100 North Market<br>Street             | Rodney<br>Square<br>North     | Wilmington    | DE    | 19890-0001 |
| 6620           | Beaver Micro Surplus<br>(Former Store #03620)             | Beaver Valley Mall,<br>Unit 528    | Prime Lease        | Beaver Valley Mall       | Pr Beaver Valley L.P.                       | W510284                                              | P.O. Box 7777                           |                               | Philadelphia  | PA    | 19175-0284 |
| 6624           | College Station<br>Surplus (Former Store<br>#01624) (S/L) | 1003 Harvey Road                   | Prime Lease        |                          | Cc Investors 1995-3                         | P. O. Box 6370                                       |                                         |                               | Malibu        | CA    | 90264      |
| 6625           | Lufkin Surplus<br>(Former Store #01625)<br>(S/L)          | 4600 S. Medford Dr.,<br>Suite 5000 | Prime Lease        |                          | Cc - Investors 1996-1                       | 8411 Preston Road,<br>8Th Floor                      |                                         |                               | Dallas        | TX    | 75225-5520 |
| 6630<br>(1630) | Williamsport Micro-Ss<br>(S/L) (Former Store<br>#01630)   | 495 Lycoming Mall<br>Circle        | Prime Lease        | Lycoming Mall            | Bpp-Muncy L.L.C.                            | C/O Saunders Hotel<br>Group                          | 240 Newbury Street                      | Third Floor                   | Boston        | MA    | 02116      |
| 6636<br>(S/L)  | Green Bay Surplus<br>(Former Store #03636)                | 1940 West Mason<br>Street          | Prime Lease        |                          | Cc Green Bay 98, Llc                        | C/O Lucknow<br>Associates                            | 4025 Crooked Hill<br>Road               |                               | Harrisburg    | PA    | 17110      |
| 6655<br>(S/L)  | East Lansing Surplus<br>(Former Store #03655)             | 2655 East Grand<br>River Avenue    | Prime Lease        | Meridian Point Center    | Cc East Lansing 98,<br>L.L.C.               | C/O Lucknow<br>Associates                            | 4025 Crooked Hill<br>Road               |                               | Harrisburg    | PA    | 17110      |

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| LOC. # | NAME                                                    | ADDRESS                        | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME      | LANDLORD/<br>SUBTENANT<br>ADDRESS       | ADDR 1                                              | ADDR 2                                       | ADDR 3                                    | CITY          | STATE | ZIP        |
|--------|---------------------------------------------------------|--------------------------------|--------------------|------------------------------|-----------------------------------------|-----------------------------------------------------|----------------------------------------------|-------------------------------------------|---------------|-------|------------|
| 6703   | Traverse City Surplus<br>(Former Store #03703)<br>(S/L) | 3123 W. South<br>Airport Road  | Prime Lease        |                              | Ddrtc Mcfarland Plaza<br>Llc            | C/O Developers<br>Diversified Realty<br>Corporation | Attn: Executive<br>Vice President            | 3300<br>Enterprise<br>Parkway             | Beachwood     | OH    | 44122      |
| 6719   | Elmwood Park Surplus<br>(Former Store #03119)<br>(S/L)  | 7200 West Grand                | Prime Lease        |                              | Daniel G. Kamin<br>Elmwood Park Llc     | C/O Kamin Realty<br>Co.                             | P. O. Box 10234                              |                                           | Pittsburgh    | PA    | 15232      |
| 6729   | Muncie Surplus<br>(Former Store #03729)<br>(S/L)        | 3500 North Morrison<br>Road    | Prime Lease        |                              | Bard, Ervin & Suzanne<br>Bard           | 1100 Alta Loma<br>Road                              | Suite 16B                                    |                                           | Los Angeles   | CA    | 90069      |
| 6791   | Skokie Surplus<br>(Former Store #03791)                 | 4831 Golf Road                 | Prime Lease        | Orchard Place                | 120 Orchard Llc                         | 427 Orchard Llc, Ft<br>Orchard Llc                  | C/O Marc Realty,<br>Llc As Managing<br>Agent | 55 East<br>Jackson<br>Blvd., Suite<br>500 | Chicago       | IL    | 60604      |
| 6791   | Golf Galaxy, Inc.                                       | 4831 Golf Road                 | Sublease           |                              | Golf Galaxy                             | Accounts Payable                                    | Po Box 7000                                  |                                           | Coraopolis    | PA    | 15108      |
| 6792   | Staples, The Office<br>Superstore East, Inc.            | 4831 Golf Road                 | Sublease           |                              | Staples, The Office<br>Superstore, Inc. | P.O. Box 9271                                       | 500 Staples Drive                            | Attn: Lease<br>Administrator              | Framingham    | MA    | 01701-9271 |
| 6802   | Springfield Ss Relo<br>Lease (Former Store<br>#802)     | 7039 Old Keene Mill<br>Road    | Prime Lease        |                              | Mr Keene Mill 1 Llc                     | C/O Monument<br>Realty                              | 1700 K Street, Nw<br>Suite 600               |                                           | Washington    | DC    | 20006      |
| 6807   | Knoxville Surplus<br>(Former Store #00807)              | 2936 Knoxville<br>Center Drive | Prime Lease        | Knoxville Center<br>Mall     | Spg Tennessee, L.P.                     | C/O Simon Property<br>Group                         | 225 W. Washington<br>Street                  |                                           | Indianapolis  | IN    | 46204-3438 |
| 6861   | Montgomery Surplus<br>(Former Store #00860)<br>(S/L)    | 3987 Eastern<br>Boulevard      | Prime Lease        | Montgomery Towne<br>Center   | Montgomery Towne<br>Center Station, Inc | Attn: R. Mark<br>Addy, Coo                          | 11501 Northlake<br>Drive                     |                                           | Cincinnati    | OH    | 45249      |
| 6899   | Louisville Surplus<br>(Former Music Dc<br>#00899) (S/L) | 7100 Global Drive              | Prime Lease        |                              | Bond C.C. Iv Delaware<br>Business Trust | C/O Bond C.C.,<br>L.P.                              | 2901 Butterfield<br>Road                     |                                           | Oak Brook     | IL    | 60521      |
| 6954   | Nashville Ss Relo<br>Lease                              | 1647 Gallatin Road,<br>North   | Prime Lease        | Rivergate Shopping<br>Center | Rivergate Station<br>Shopping Center Lp | C/O Kimco Realty<br>Corp                            | P. O. Box 5020                               |                                           | New Hyde Park | NY    | 11042      |
| 6954   | Sam Ash<br>Pennsylvania, Inc.                           | 1647 Gallatin Road,<br>North   | Sublease           |                              | Sam Ash Megastores,<br>Llc              | Attn: David C. Ash                                  | P.O. Box 9047                                |                                           | Hicksville    | NY    | 11802      |

EXHIBIT A

| LOC. # | NAME                                                | ADDRESS                            | PRIME/<br>SUBLEASE | SHOPPING<br>CENTER NAME             | LANDLORD/<br>SUBTENANT<br>ADDRESS    | ADDR 1                       | ADDR 2                   | ADDR 3                    | CITY               | STATE | ZIP        |
|--------|-----------------------------------------------------|------------------------------------|--------------------|-------------------------------------|--------------------------------------|------------------------------|--------------------------|---------------------------|--------------------|-------|------------|
| 6988   | Carmel Surplus<br>(Former Store #03535)             | 14455 Clay Terrace Boulevard       | Prime Lease        | Clay Terrace Shopping Center        | Clay Terrace Partners, Llc           | C/O Simon Property Group, Lp | 115 W. Washington Street |                           | Indianapolis       | IN    | 46204      |
| 6989   | San Angelo Surplus<br>(Former Store #03573)         | 4351 West Houston Harte Expressway | Prime Lease        | San Angelo Town Center Sc           | Scc San Angelo Partners, Ltd         | 301 Congress Ave             | Suite 1550               |                           | Austin             | TX    | 78746      |
| 6990   | East Northport Surplus<br>(Former Store #03553)     | 3083-87 Jericho Turnpike           | Prime Lease        | Stop N' Shop East Northport         | Stop & Shop Supermarket Company, Llc | 1385 Hancock Street          |                          |                           | Quincy             | MA    | 02169      |
| 6992   | Timonium Surplus<br>(Former Store #00826)           | 130 West Ridgely Road              | Prime Lease        | Lutherville Station Shopping Center | Hri/Lutherville Station, Llc         | C/O The Hutensky Group       | 100 Constitution Plaza   | Seventh Floor             | Hartford           | CT    | 06103-1703 |
| 6993   | Burlington Surplus<br>(Former #02002 Connect Store) | 6 Wayside Road; Space 6Q           | Prime Lease        | Wayside Commons                     | Wayside Commons Investors Llc        | C/O Ubs Realty Investors Llc | Attn: Asset Manager      | 242 Trumbull Street       | Hartford           | CT    | 06103      |
| 6994   | Medford Surplus<br>(Former #02001 Connect Store)    | 65 Station Landing                 | Prime Lease        | Station Landing                     | Station Landing, Llc                 | C/O National Development     | 2310 Washington Street   | Attn: John J. O'Neil, Iii | Newton Lower Falls | MA    | 02462      |